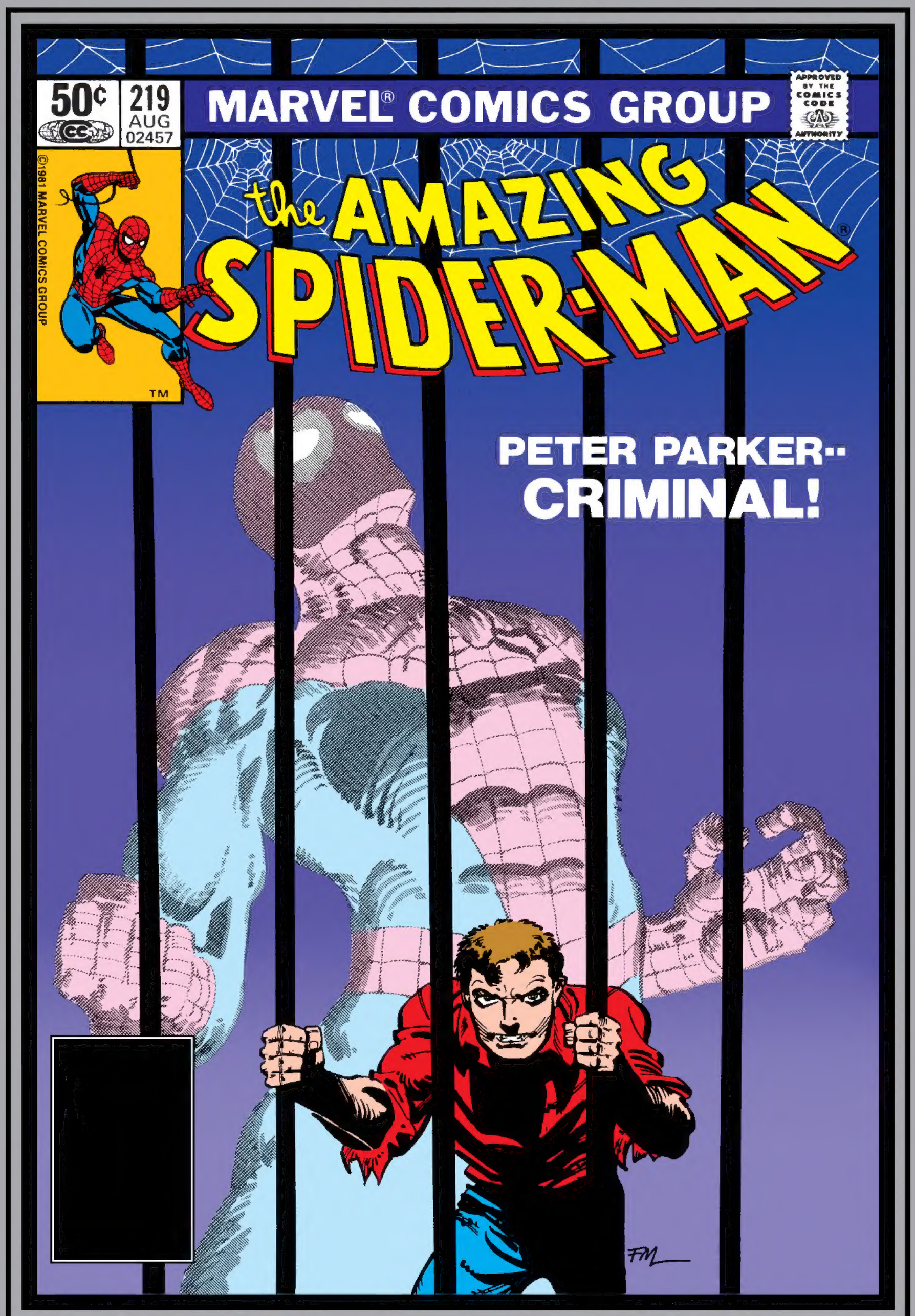
MARVEL MASTERWORKS®

THE AMAZING SPIDER-MAN®

VOLUME 21



THE AMAZING SPIDER-MAN Nos. 213-223
& ANNUAL No. 15
DENNIS O'NEIL & JOHN ROMITA JR.
WITH FRANK MILLER

MARVEL

MARVEL MASTERWORKS

PRESENTS

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COLLECTING

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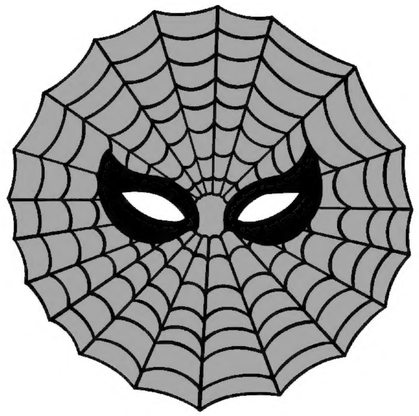

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NOS. 213-223 & ANNUAL NO. 15

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INTRODUCTION
BY DENNIS O'NEIL

Here, paraphrased, is how Stan Lee explained Spider-Man to me:

Suppose you're this high school übernerd. Can' hit a ball with a bar wall. Stammer your way through conversations with girls. Live politely with the relatives. Bully bait. Glasses wearer. Come on—you know kids like this. (Maybe you are such a kid? Or maybe I was?) Quick, let's change the subject. Let's talk about spiders.

Specifically, a certain radioactive spider that was webbing around the day that Peter Parker came to visit a science exhibit. The spider that took a bite on Peter's arm. That spider. Peter, of course, was the nerd described above, and that arachnid's bite changed his life forever. As the song goes:

"Spider-Man, Spider-Man / Does whatever a spider can…"

That "whatever" included leaping tremendous heights and lifting many times his body weight and… wait!

I'd better serve notice that I'm officially leaving my paraphrase of Stan Lee. Until further notice, I'm on my own.

Next topic: web-shooters.

After being bitten and discovering that he could now do all these spectacular feats, Peter hurried home to Queens, went to his uncle's workbench and tinkered together a couple of what became known as web-shooters. Web-*what?* Shooters. Web-shooters. Things that looked like a cross between bracelets and ammo belts. What these gizmos could do was squirt some kind of adhesive as far as (farther than?) the newly enhanced Peter could jump. Not good enough for you? Then check this out: Peter filled the web-shooters with stuff that, to the best of my knowledge, has never been given a name. So, for the here and now, let's call it stickum. What stickum does, after being expelled from those so very useful web-shooters, is act as an adhesive capable of joining everything from tissue paper to ocean liners. *Still* not enough? Okay—stickum can *un*stick. Yep! Quick as a wink, no fuss, no muss. If whoever's wielding the shooters wants the stickum to unstick…*done!*

Which brings us to the last of our hero's powers. This one has a name: Spider-Sense, often abbreviated to Spidey-Sense. Another useful tool, this one. What it does is warn Peter of any approaching danger. The Spidey-Sense "tingles"—that's what it does, tingle—and Peter knows that woe is afoot. Earlier, I quoted the song that claims Spider-Man does whatever a spider can. My bad. For example, we're not absolutely sure that spiders tingle when danger approaches, but I'll take it on faith if you will.

In fact, maybe we ought to brace ourselves to take a lot on faith—or least unquestioningly. We haven't addressed how Peter Parker obtained his benevolent arsenal, from the organic—that amazing strength; to the mechanical—the web-shooters; to the inexplicable—the Spidey-Sense. One lousy radioactive spider does all *that*? In a couple of days.

Quietly, head bowed, I murmur, "Yes."

I'm about to give you the secret of Spidey's super-ness and that of most of the rest of Marvel's super heroes. (Better check to be certain there are no Russian spies lurking around.) Let us again quickly acknowledge the great Stan Lee in what I'm about to impart to you.

The secret is…there is no secret!

Stan told me—again paraphrasing—that readers will accept what we tell them. They don't need explanations, especially when there's really nothing to explain. If readers (or audiences) are seeking certain kinds of entertainment and pseudoscientific gadgetry is part of that entertainment, bring it on! And if you bother to fabricate explanations for the unexplainable, you run the danger of sapping the narrative energy from your story—of distracting the readers (and annoying them) and slowing, if not entirely stopping, your plot.

In short: They'll take what we give them and if we've done our jobs, they'll like it. The gospel according to Stan.

So we can allow ourselves permission to consider the kind of amusement we're discussing, a narrative of surfaces.

Once Peter Parker outfitted himself with a costume and embarked on crimefighting, he won his battles with agility and strength, mostly, like so many of his costumed vigilante counterparts, and not so much by intimidation. Real spiders tend to be scary, possibly because they're so unlike we humans. Your average…oh, say, crocodile has more in common with your uncle Bob than your average spider. We're genetically programmed to distrust and fear critters that are not like us (and this programming saved our distant ancestors from becoming part of the menu). The less like us, the scarier.

But face it, True Believers, Spider-Man isn't all that frightening. With his four limbs (half a spider at best!) and a suit of primary colors, he's nothing you'd run from on sight. You might cross the street if you saw him coming. Our good ol' genetic heritage has taught us that it is generally a good idea to avoid weirdos, but the weirdos don't have to be scary. (Annoying will do.)

Reading through several issues of the magazines that feature Spidey, one gets the impression that Peter Parker never thought of himself as frightening. It is part of the revolution that Stan Lee wrought in comics; part of what made Marvel so popular so quickly is that they didn't take themselves very seriously. In the fierce heat of battle, Spidey cracked wise, exchanging jokes as well as punches with his foes. Nothing realistic about this, of course, but there's nothing realistic about a performer in a Broadway musical suddenly bursting into song in the middle of a drama. Wisecrack or music, if it adds entertainment value, it belongs; entertainment value is, after all, what we're peddling.

Call it poetic license and let's move on.

Spider-Man first appeared in *Amazing Fantasy* #15, which had been, up to then, a venue for monsters and supernatural tales. According to his autobiography, Stan was about to quit the comics biz when his wife, Joan, suggested he write the kind of comic he might want to actually read. Spidey, the Fantastic Four and the Hulk were the first results.

Then, for a number of years, Stan, Steve Ditko and Jack Kirby became the Mighty Innovators. Begin with the covers. Like a lot of the general interest magazines, Stan loaded the covers with copy, some of which was perceptibly tongue-in-cheek. The idea was, the guys who were producing the stuff weren't taking it too seriously, and so it gave license to faux sophisticate, college graduate military veterans like me the psychological okay to read *comic books*—stereotypically the *litty-choor* of dumdums. What *I'm* reading is…er—I'm not sure. A spoof? Whatever it is, it ain't like the stuff cousin Jimmy reads (and we all know what a pudding head Jimmy is).

But back to early Marvel. There was usually a full-page action shot and way, way down at the bottom of the page…credits! Now credits weren't exactly news to dedicated comics fans. They had been

appearing, very rarely, since the medium's earliest days. But the folks credited were writers and pencilers, never any of the "lesser" lights without whose skill you wouldn't be holding a comic book. But Marvel's credits…? Way different story! Writer and penciler, sure, you might expect them. But inkers? Letterers? Stan—or, as he identified himself, Smilin' Stan—not only credited the workforce, he gave them nicknames and suggested that they could have personalities. I think it was just all part of Stan's (ultimately successful) plan to make Marvel something unique—to project an image of a bunch of gals and pals hangin' together and battin' out of the funnybooks. That didn't exactly square with reality. It was a job, one with bosses, and it was prudent to remember that. But at its best, working comics was a great job, one I'm grateful to have had.

Comics, as a publishing venue, had been suffering for about a decade when I went to work for Stan in 1966. Book burnings. Witch hunts. In an era where conformity was considered a virtue, over in the United States Senate, the honorable senator from Wisconsin was claiming to find communists everywhere. Elsewhere, a New York psychiatrist published a book with the somewhat lurid title, *Seduction of the Innocent* that blamed juvenile delinquency on comic books. Another pol, a senator from Tennessee, knew a bandwagon when he saw one and hopped aboard. Pretty soon people who created comics for a living were being questioned by a posse of lawmakers from Washington, D.C. Then the press joined the party and…

Comics collapsed.

To be precise, the business side of comics collapsed, which had a negative effect on the artistic side. I have never been able to learn how many comics publishers folded during and after the witch hunts, but the excellent research by David Hajdu reveals that some 850 comics folk lost their jobs, most of them permanently. The publishers that survived, maybe a dozen, limped into a new era producing whatever they could to keep afloat.

Until what I choose to call the Great Resurrection.

This was primarily the creative work of two editors who, as far as I have been able to learn, didn't know each other.

Let's begin with Julius Schwartz. Julie had been an editor, for what became DC Comics, since the mid-1940s and managed to stay employed during the witch hunts. Then, in the mid-1950s, the company decided to revive one of its super heroes, one of the many who had been in limbo since the late 1940s: the Flash. The job was assigned to Julie, and he did not revive the Flash. He did better. He reinvented the character. Oh, the Flash was still the world's fastest human, but his name, residence, job, costume, friends, backstory—all that was changed to reflect the real world the readers lived in.

So the Flash was no longer a relic; he was a viable hero.

And the world was ready for him. The new Flash was a surprise success, and so Julie went on to reinvent Green Lantern, Hawkman, Green Arrow, Black Canary…a pantheon of super heroes that had been languishing for a decade.

Meanwhile, in 1961, Stan Lee was beginning to transform what had been known as Timely Comics and Atlas into today's mighty Marvel after that conversation with his lovely wife, Joan, we reported on earlier. Stan jazzed up the covers, added credits, wrote stories…and he broke rules.

To understand Stan's story writing technique, it helps to remember that back in the early days of Marvel, 1961-1965, Stan was the whole show. Okay, that's not precisely true; he didn't do the art or lettering, and he had Sol Brodsky for production support, but he did everything else. Which is a lot.

He wrote cowboys. Noirish urban dramas. Jungle dwellers. Spaceships. Monsters. Humor. And lest I commit a cardinal sin of omission, Millie the Model! Yes, fashionistas. Millie and her pals were part of the company cast before the super hero boys took over. And when they took over, they took over. Marvel began to explode—the workload was too much for any one editor—and Stan started questing for assistants. He hired, in pretty rapid succession, Steve Skeates, Roy Thomas and Ron Whyte. Roy hired me.

And, lo and behold, we were comic book guys.

Even with editorial assistance, Stan's schedule was brutal, and that is the primary reason he evolved a new comic book writing procedure.

For openers, under Stan's method, we didn't produce scripts. When we began a new assignment, we wrote a plot, which could be a couple of paragraphs or 25 pages. This was given to a penciler, who rendered it as a visual narrative. The art, or copies thereof, was given back to the writer, who used the pictures as guides for adding dialogue, captions, sound effects and maybe footnotes. The art next went to the letterer, who delineated the writer's copy in text and balloons. The inker completed the artwork, and then the job, usually in the form of photostats, went to a colorist and from there to…well, it got complicated after that, and it was nothing that I, as editor or writer, had to deal with. Suffice to say that the wheels of the industry turned and a few months later, behold—the latest *Spider-Man*, yours for the reading.

Working this way became known as the Marvel Method; its main advantage for Stan, and other writers, was that it allowed them to do more scripts. Some liked Stan's method. Some didn't.

Now, almost all comics begin with something that could be the first cousin to a television script. There are plenty of pros and cons for each method, but let's agree to let them lie in peace. And that brings us to the present. Spidey's changed. He's a lot less scrawny than he was when he debuted in the pages of *Amazing Fantasy* those many years ago. He's had romances and travels and family responsibilities and lots of movie work. His adventures have been chronicled by dozens of writers in virtually every medium, and the end is nowhere in sight. But trust me, he'll continue swinging over New York City, seeking something civilizations have always needed—seeking opportunities to be a hero.

– Dennis O'Neil
2018

Throughout his career as a writer and an editor, Dennis O'Neil has constantly challenged the status quo, breaking the boundaries of mainstream comic books. His Green Lantern/Green Arrow *refocused the super hero pair's conflicts from larger-than-life threats to real-world problems, while his work on Batman, also with artist Neal Adams, restored the character to his dark, mysterious roots, introduced the villain Ra's al Ghul and restored classic rogues like the Joker and Two-Face. At Marvel, he wrote extended runs on* Daredevil *and* Iron Man, *confronting Tony Stark's alcoholism and introducing Jim Rhodes as the new Iron Man. As an editor, O'Neil guided Frank Miller's* Daredevil, *Doug Moench and Bill Sienkiewicz's* Moon Knight *and steered the Batman line for fifteen highly successful years. He has also instructed future generations, teaching at the School of Visual Arts, and written* The DC Comics Guide to Writing Comics.

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TM

the AMAZING SPIDER-MAN®

I AM THE GREAT AND POWERFUL *WIZARD*--

--AND MY ROBOT-SPIDER WILL *SLAY* YOU, WEB-SLINGER!

JR. JR. + AM.

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

ONE IS A KNOWN AND DEADLY QUANTITY... A FOE YOU'VE BATTLED BEFORE...

THE OTHER? MORE FEARSOME STILL FOR BEING A MYSTERY... AND MORE DEADLY!

YOU MUST FIND THEM AND DEFEAT THEM... BEFORE THEY DESTROY YOU UTTERLY...

ALL THEY WANT TO DO IS KILL YOU, SPIDER-MAN...

STORY DENNY O'NEIL / BREAKDOWNS JOHN ROMITA, JR. / FINISHES JIM MOONEY / LETTERING JIM NOVAK / COLORING BOB SHAREN / EDITING ALLEN MILGROM / EDITOR-IN-CHIEFING JIM SHOOTER

THE WEATHER FORESHADOWS THE COMING EVIL...

SINCE DAWN, A WIND WITH THE BITE OF WINTER IN IT HAS BEEN BLOWING OFF THE STEEL-GREY ATLANTIC...

AT DUSK, RAIN THE COLOR OF SLATE SWEEPS DOWN TO CHILL AND HARSHEN THE CITY PETER PARKER SHARES WITH EIGHT MILLION HAPPY, LONELY, PROUD AND DESPERATE SOULS...

THE WATERS OF THE BAY CHURN...

--AND THE EAST RIVER SLAPS AND SNAPS AT ITS BANKS AS CROWDS ON EITHER SIDE HURRY TOWARD SHELTER AND WHATEVER WARMTH THEIR LIVES AFFORD.

THIS IS NEW YORK IN NOVEMBER AND IT IS BLEAK...

...YET NOT SO BLEAK AS THE STORM-BLURRED ISLAND UP THE RIVER.

FOR HERE THERE IS SELDOM LAUGHTER AND NEVER JOY. THESE WALLS ENCLOSE THE WRECKAGE OF HOPE AND THE VERY STONES SEEM TO BE WAITING, BROODING...

...LISTENING TO THE SUDDEN SILENCES BETWEEN THE CRASHES OF THUNDER--LISTENING FOR A WHISPER THAT WILL PROMISE DELIVERANCE...

IT IS RYKER'S ISLAND. A PLACE OF DESPAIR. A PRISON.

SOON, IT WILL BE A SITE OF VIOLENCE...

JUST AS SHADOW FINALLY CLAIMS THE SKY, A HEAD EMERGES FROM THE WAVES AND VEILED EYES PEER INTO THE DARKNESS, MOTIONLESS AND INTENT...

FORESHADOWING IS DONE. EVIL HAS ARRIVED.

MY INFORMATION IS CORRECT. THERE ARE NEITHER GUARDS NOR LIGHTS ON THIS SIDE OF THE ISLAND.

SECURITY IS TERRIBLY LAX--

-- NOT THAT THE FOOLS WOULD BE ABLE TO STOP ME IF THEY *WERE* PRESENT.

IF MY QUARRY IS WHERE IT *SHOULD* BE--

-- WE SHOULD HAVE NO PROBLEMS WHATSOEVER.

MY WEAPON IS FULLY CHARGED AND THE AGREED UPON MINUTE IS AT HAND.

IN A MERE SECOND I SHALL KNOW IF MY SCOUTS' REPORTS WERE CORRECT... AND IF THE MAN I NEED IS WILLING TO HELP ME.

THERE IS NO POINT IN DELAY. I PRESS THE TRIGGER--

--AND A LOW HUM IS LOST IN THE RUMBLE FROM THE CLOUDS...

--BUT THE SUBSEQUENT EXPLOSION IS NOT...

KA-FRAZK

WE MAY HAVE ONLY SECONDS BEFORE OFFICERS COME AND I DO NOT SEE HIM.

PERHAPS HE IGNORED MY INVITATION.

HOWEVER, WHEN THE DUST AND SMOKE CLEAR...

IS THAT YOU?

WHO ELSE WOULD BLAST A HOLE IN THE MASONRY?

HURRY, FOOL.

WATCH YOUR TONGUE. IT IS DANGEROUS TO INSULT ME--

--FOR I AM THE WIZARD AND YOU WOULD DO WELL TO REMEMBER IT!

THAT IS OF LITTLE IMPORT TO ME!

THE ALARM IS SOUNDING. EITHER JOIN ME OR STAY --BUT DECIDE!

I'M COMING.

WITHIN MOMENTS --

I DID NOT REALIZE THE GUARDS WOULD HAVE *BOATS.*

I WONDER WHAT *ELSE* YOU DID NOT REALIZE.

YOU... IN THE *WATER.* STOP SWIMMING OR WE *SHOOT.*

WE CAN NOT *OUTRUN* THEM.

NOR DO WE *HAVE* TO.

A SINGLE ODD GESTURE WITH THE HAND...

...AND...

SOME KINDA CHEESIN' *MONSTER.*

SWIM FOR *SHORE!*

I AM... *I AM!*

I MUST ADMIT THAT I AM *IMPRESSED.*

NOW WILL YOU STOP DOUBTING MY *RESOURCES?* NEW YORK CITY IS WITHIN REACH!

YES... NEW YORK -- AND *SPIDER-MAN!*

EARLY THE FOLLOWING MORNING, THE **OBJECT** OF THE WIZARD'S THOUGHTS BUSIES HIMSELF AT HIS CHELSEA DISTRICT APARTMENT...

IT IS **SATURDAY** AND PETER PARKER HAS A FULL DAY AHEAD...

I'VE **HAD** IT WITH THIS DUMB COSTUME.

*A MOMENTOUS EVENT THAT OCCURRED IN ISSUE #211. --ASSIDUOUS ALLEN.

EVER SINCE IT GOT SOAKED IN **BRINE*** IT'S BEEN **UNBEARABLY** ITCHY. WELL, NO MORE.

BEING A **SCIENCE STUDENT** HAS ITS ADVANTAGES --

--AND **ONE** OF THEM IS THAT YOU KNOW HOW TO MIX UP STUFF-- INCLUDING **DETERGENT.**

THIS SPECIAL FORMULA I CREATED WOULD CLEAN SPOTS OFF A **LEOPARD** --SO CLEANING MY **SPIDEY SUIT** SHOULD BE NO PROBLEM AT ALL.

SOMETIMES I'M SO SMART I **EMBARRASS** MYSELF.

I'LL LET 'ER SOAK FOR A FEW HOURS--

--WHILE I FROLIC IN THE AUTUMN SUN WITH **DEBBIE WHITMAN**. LESSEE... WHICH OF MY SALVATION ARMY REJECTS SHOULD I WEAR?

EENY, MEENY, MINEY, MO...

AW HECK. I'LL JUST PICK THE OUTFIT WITH THE FEWEST WRINKLES.

♪ MAGGIE, MAGGIE, I'M SHORE GLAD YER NAME AIN'T AGGIE... ♫

OH NO! NOT ON SATURDAY MORNING--! THAT COUNTRY-AND-WESTERN CATER-WAULING FROM NEXT DOOR...

AS A MULE WITH A TOOTHACHE, THAT GUY'S TERRIFIC! AS A SINGER... SHEESH!

♪'CAUSE I NEVER MET A AGGIE WHO WASN'T DRAGGY ♫

I SUPPOSE STRANGLING HIM WOULD BE A BIT EXTREME...AND HE LAUGHS AT MERE COMPLAINTS.

WONDER WHAT HE LOOKS LIKE... A GIANT TONSIL IN HIDEOUS AGONY, MAYBE?

I'LL DRESS HERE IN THE CLOSET, WHERE THE SCREECHING IS ONLY UNBEARABLE--

NOR TO BE QUITE TRUTHFUL SCAGGY

--AND RUN OUT INTO THE HALL WHEN I'M FINISHED.

GOOD THING I DON'T HAVE ANY HOMEWORK TO DO--OR ANY OTHER REASON TO STAY AT HOME.

A DATE WITH DEBBIE WHITMAN ISN'T THE MOST EXCITING THING IN THE WORLD, BUT IT BEATS LISTENING TO...

OH MY GOLLY

THAT MUST BE MY NEW NEIGHBOR AND SHE--

--SHE IS THE MOST GORGEOUS CREATURE I HAVE EVER, IN ALL MY LIFE, SEEN!

HELLO.

THE GAZE IS HONEY AND SUNLIGHT, THE SINGLE WORD IS VELVET AND MUSIC--

--AND PETER PARKER WILL HAVE A NEW UNDERSTANDING OF EVERY LOVE SONG HE HAS EVER HEARD WHEN HE RECOVERS...

FOR NOW, HE FEELS AS THOUGH SOME VITAL SCREW DEEP WITHIN HIM HAS JUST BEEN LOOSENED...

HE MAY FALL APART AT ANY MOMENT...

AS SOON AS MY BLOOD COOLS A COUPLE OF HUNDRED DEGREES, I'LL REMEMBER WHAT I WAS DOING.

OH, YEAH. GOT A DATE WITH DEBBIE.

DEBORAH WHAT'S-HER-NAME.

WHITMAN.

THEN...

COME, OH ENCHANTRESS OF THE TYPEWRITER-- THE SIGHTS OF NEW YORK AWAIT US!

PETER... YOU SEEM *EXCITED.*

AND WHY *NOT?*

WHY NOT, INDEED, WITH THE MEMORY OF THE WOMAN IN THE HALL SINGING IN HIS SKULL?

LIKE TOURISTS, THESE NATIVE NEW YORKERS VISIT THE ATTRACTIONS-- THE UNITED NATIONS BUILDING --

--AND LATER, THE STATEN ISLAND FERRY, WHERE THE CRY OF GULLS AND THE RUSH OF WATER MINGLE WITH PETER'S JOKES...

...JOKES WHICH MAKE UP IN VERVE WHAT THEY LACK IN FRESHNESS... OR HUMOR...

...SO HE SAYS, "THE CAT'S A VENTRILOQUIST."

THAT'S *FUNNY,* PETER.

I GOT A MILLION OF 'EM!

ISN'T MISS LIBERTY GORGEOUS?

SHE CERTAINLY IS.

I'VE NEVER *SEEN* YOU LIKE THIS.

I GUESS... I'M JUST HAPPY.

OH PETER, PETER... ME TOO!

MMMPF

AFTER THE SUDDEN, HEATED INTIMACY, THERE IS A SILENCE THAT LASTS UNTIL THEY REACH DEBBIE'S GREENWICH VILLAGE APARTMENT. THEN...

IT'S BEEN A GRIN-AND-A-HALF, DEB.

ARE YOU HUNGRY? I COULD FIX SANDWICHES.

'FRAID NOT. I'VE GOT LAUNDRY AND... THINGS.

MAYBE NEXT TIME.

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DEBBIE'S EYES ASK A QUESTION SHE DESPERATELY WANTS ANSWERED, AND THE INSTANT STRETCHES BE-TWEEN THEM--

--UNTIL IT SNAPS...

WELL... BYE.

SEE YOU MONDAY.

I HAVE A FEELING DEBBIE'S GOTTEN THE WRONG IDEA. SHE KISSED ME LIKE SHE *MEANT* IT AND...

...AND TO ME, SHE'S A NICE KID. PERIOD.

SOON...
I'LL CATCH THE NEWS AND CRASH EARLY.
WHAT A SWINGER I AM -- IN BED BY ELEVEN ON SATURDAY NIGHT!
WINS ALL NEWS, ALL THE TIME...
'COURSE, IF I DREAM OF MY NEW NEIGHBOR, IT WON'T BE SO BAD--

I ALMOST FORGOT! MY SPIDEY SUIT'S BEEN IN THE TUB SINCE THIS MORNING. IT OUGHTTA BE CLEAN BY NOW.
THE WATER'S A FUNNY COLOR...

AWWWW...*NUTS!* IT *FADED.* THE WEB LINES ARE GONE AND THE REST IS *WASHED OUT!*
THE GUNK I MIXED WAS *TOO* STRONG!
I DIDN'T NEED THIS, I REALLY DIDN'T.

...REPORTS STATE THAT A GIANT MECHANICAL SPIDER IS CLIMBING THE SOUTH TOWER OF THE WORLD TRADE CENTER...
MORE WOE! GIANT SPIDER'S ARE *MY* KIND OF MENACE. I CAN'T *IGNORE* IT--

--SO I GOTTA PUT ON THIS DUMB-LOOKING COSTUME AND *GO.*
I'LL BET *OTHER* HERO TYPES HAVE *SPARE* COSTUMES--
--BUT NOT *ME!* *I* HAVE TO SWING INTO THE COLD NOVEMBER NIGHT IN CLOTHES THAT ARE *SOPPING WET*... AND DULL AS NEW YEAR'S EVE IN *KINDER-GARTEN!*

MAYBE I'LL CATCH PNEUMONIA AND DIE.
IF I'M LUCKY.

WONDER IF I'LL EVER GET THE HANG OF THIS SUPER-HERO RACKET?

ACTUALLY, I *AM* PRETTY GOOD AT THE VILLAIN-BEATING PART.

IT'S THE *LITTLE* THINGS THAT SNARE ME -- LIKE *COSTUMES.*

I SHOULD'VE BEEN BITTEN BY A RADIOACTIVE *CORPORATION*--

--THEN AT LEAST I'D BE *ORGANIZED!*

SOMETIMES I FEEL I'M NOT *WORTHY* OF MY POWERS... I DON'T GET THE *USE* FROM THEM THAT I OUGHT TO.

I JUST KLUTZ ALONG WITHOUT MUCH PURPOSE OR PLAN--

--STUMBLING IN AND OUT OF SITUATIONS AND CRACKING WISE TO HIDE HOW *DUMB* I OFTEN FEEL.

I LACK THE SENSE OF *DESTINY* A GENUINE HERO WOULD HAVE.

THE BEST I CAN DO IS ACT *AS IF* I'M EVERYTHING I SHOULD BE.

OH, WELL... MAYBE THAT'S *ENOUGH.*

THERE'S THE WORLD TRADE CENTER...

"--COMPLETE WITH GIANT *ARACHNID*, AS PROMISED!"

AND A PAIR OF **VERY** INTERESTED OBSERVERS...

IS IT POSSIBLE THAT SPIDER-MAN HAS NOT HEARD THE *REPORTS*?

NO, HE WILL COME--

--AND WHEN HE DOES, I WILL HAVE MY *REVENGE*. EITHER THE EXPLOSIVES I PLANTED IN THE *SPIDER* WILL FINISH HIM--

--OR WE WILL BE ABLE TO TRACE HIM TO HIS *LAIR*!

ONCE IT GETS A FIX ON HIM, THIS DEVICE WILL *HOME IN* ON HIS SPIDER-SENSE.

AT THAT INSTANT...

LOOK... UP IN THE *SKY*--

I *TOLD* YOU HE WOULDN'T BE ABLE TO RESIST THE BAIT.

THEN HE WILL NOT BE ABLE TO *ESCAPE* US... AND I CAN FINISH HIM AT MY *LEISURE*!

HEY, THE RADIO GUY WAS ON THE *LEVEL*.

I HAVE A FEELING MY PLANS FOR AN EARLY NIGHT'S SLEEP ARE ABOUT TO BE BLOWN OUT OF THE WATER!

SLOWLY, PONDEROUSLY, THE MECHANICAL INSECT PIVOTS, AND...

EITHER IT'S BEING REMOTE-CONTROLLED OR IT HAS BUILT-IN *SENSORS*. PRETTY *FANCY*, EITHER WAY.

WONDER IF IT'S EQUIPPED TO *HEAR*?

YOU JUST GONNA *HANG* THERE, BUBBY? C'MON... DO SOME-THING *NASTY*!

LASERS!

THAT'S THE STUFF. ONE THING I *LOVE* IS A *COOPERATIVE* GIANT ROBOT BUG.

YOU CAN HARDLY *FIND* 'EM ANYMORE!

F-ZHHT

F-ZHHT

WILD BILL HICKOCK IT *ISN'T*. BUT IT *MIGHT* GET LUCKY AND HIT ME IF I REMAIN A *TARGET*.

I'LL SLIP AROUND THE CORNER AND--

MY *SPIDER-SENSE* ...GOING *BONKERS*--

--REACTING TO A LOT MORE THAN THE *LASER BEAMS*!

THERE MUST BE AN *ADDITIONAL* DANGER ...A *HEAVY* ONE.

COMING FROM THE OVERGROWN *TOY*--

LOOK, IT'S BEEN A LOAD OF LAUGHS CHATTING WITH YOU AND I ADORED IT WHEN YOU SHOT AT ME--

-- BUT I THINK YOU'D BETTER GO 'BYE 'BYE!

IF I WISHED YOU HAPPY LANDINGS ... I'D BE FIBBING!

AS I SUSPECTED... THE THING WAS LOADED WITH EXPLOSIVES.

THE CLEAN-UP CREW WILL HAVE A HECK OF A JOB IN THE MORNING--

KA-FOOMPF

-- BUT AT LEAST I SAVED THE BUILDING... TO SAY NOTHING OF MY OWN DELICATE SKIN!

ONLY PROBLEM IS... I HAVE NO IDEA WHO WAS BEHIND THE CAPER.

IF SPIDER-MAN LOOKED DOWN AND ABOUT A THOUSAND YARDS TO THE WEST, HE'D HAVE HIS ANSWER--

WELL, WIZARD! DO YOU HAVE WHAT YOU REQUIRE?

YES... A READING ON THE WAVES EMITTED BY HIS SPIDER-SENSE--

--THE TOOL OF MY VENGEANCE!

AND NOW FOR SOMETHING COMPLETELY DIFFERENT--AND WE DO MEAN COMPLETELY...

... MEET CHARLES FORTESQUE SMYTHINGTON THE FOURTH, KNOWN TO FRIEND AND FOE ALIKE AS WINO CHARLIE.

HE'S IN CHELSEA, LOOKING FOR PRIVACY...

COPS DON' UNNERSTAND ME... ALL'A TIME GIVIN' ME TH' SCURVY HASSLE ... KICKIN' ME OUTTA DOORWAYS...

...I JUST WANNA DRINK MY TOKAY IN PEACE...

GOTTA FIND ME A PLACE...

SAY, MAYBE UP THERE ONNA ROOF...

YEAH, IT'S THE ROOFTOP FOR ME...

AND ON THE ADJOINING ROOF--

THE INDICATIONS ARE UNMISTAKABLE. SPIDER-MAN IS NEARBY.

FOR YOUR SAKE, I HOPE SO.

I AM AMUSED BY YOUR HATRED OF THE WALL-CRAWLER. BUT MY PATIENCE IS NOT INFINITE. SOON, THERE MUST BE AN END TO THIS.

THERE WILL BE... HIS.

AT THAT MOMENT...

LAB FEE--! THEY'RE CHARGING ME A HUNDRED DOLLAR LAB FEE AT THE UNIVERSITY...

AND I HAVE NO IDEA WHERE I'M GONNA GET IT!

MORE NEIGHBORS I HAVEN'T SEEN BEFORE! LIKE A *LOTTA* NEW YORKERS, THEY AREN'T EXACTLY BRIMMING OVER WITH *FRIENDLINESS!*

WONDER WHAT THEY DO--?

I'LL BET THE TALL, LANKY GUY IS MY SCREECHING NEIGHBOR, JUDGING BY HIS COUNTRY AND WESTERN OUTFIT!

EXCUSE ME.

UPSTAIRS...

HOW HUMILIATING! I HAVE TO SEW MYSELF A NEW *SPIDEY SUIT* --OR KEEP WEARING THE FADED ONE.

GOOD THING AUNT MAY TAUGHT ME *NEEDLE-CRAFT* --EH?

RINNNNG

OW!

OH, HI, DEB.

I HOPE I'M NOT *BOTHERING* YOU, PETER--

--I JUST WANTED TO SAY THAT I REALLY ENJOYED THE FERRY RIDE... EVERYTHING...

YEAH, IT WAS TERRIFIC.

SOMEBODY'S AT THE DOOR, DEB. I'LL GET BACK TO YOU.

NOK NOK

HELLO. I HOPE I'M NOT *DISTURBING* YOU. YOU *ARE* PETER PARKER--?

NO. I MEAN... YES, I'M PARKER AND NO. YOU'RE NOT DISTURBING ME.

I *THINK* THAT'S WHAT I MEAN.

WE'RE HAVING A *TENANTS'* MEETING ON THE ROOF TO DISCUSS A POSSIBLE *RENT STRIKE* AND WE'D LIKE YOU TO BE PRESENT.

RENT STRIKE--? RIGHT, ABSOLUTELY.

IN THIRTY MINUTES?

I'LL BE THERE.

I CERTAINLY *HOPE* SO.

TA TA.

ONLY YESTERDAY I SET MY HUNGRY EYES ON HER FOR THE FIRST TIME-- AND ALREADY SHE'S INVITING ME NOT TO PAY THE RENT!

I THINK I'M GONNA DIE OF JOY!

*REMEMBER WINO CHARLIE? HE'S **ALREADY** ON THE ROOF, SLEEPING THE SLEEP OF THE TOTALLY WRECKED...*

PETER PARKER DOESN'T KNOW CHARLIE EXISTS--

*--AND AT THE MOMENT, HE COULDN'T **POSSIBLY** CARE...*

I'VE BEEN SAVING THIS SHIRT FOR A SPECIAL OCCASION-- AND WHAT'S MORE SPECIAL THAN A RENT STRIKE CALLED BY AN ANGEL?

THE BLASTED PHONE AGAIN. PROBABLY DEB.

RRING

HOWEVER... JAMESON HERE, PARKER. LISTEN... A SUBWAY EXCAVATION COLLAPSED IN MIDTOWN, NEAR YOUR BUILDING. I'LL PAY YOU A HUNDRED BUCK BONUS IF YOU GET PIX TO ME BEFORE WE GO TO PRESS.

A HUNDRED? YOU'RE ON, JONAH!

THAT'LL JUST SETTLE MY LAB FEE. I OUGHT TO BE ABLE TO GET THE SHOTS AND *STILL* BE IN TIME FOR THE MEETING--

--IF I TRAVEL *SPIDEY* STYLE.

BUZZ OFF, SPIDER-MAN. WE'RE NOT LETTIN' *YOU* OR ANYBODY *ELSE* DOWN THERE.

DON'T *BE* LIKE THAT, GUYS. MAYBE I CAN *HELP*--

-- BESIDES, I'D GET *WORTHLESS* PHOTOS IF I STAYED ON THE STREET.

THREE OF OUR MEN... *TRAPPED.*

WE'LL *NEVER* GET 'EM OUT IN TIME!

LONG, AGONIZING MINUTES PASS AS THREE WORKMEN BATTLE DESPAIR. THEN--

IT'S NO USE. WE'RE TRAPPED --HEY!

YOU *HEAR* SOMETHIN'?

IT'S ONLY YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN*-- DOING HIS WORLD-FAMOUS *MOLE* IMPRESSION.

BY THE WAY ...YOU'RE *SAVED*--

--AND MY BELT CAMERA GOT ALL THE PICS I *NEED.*

THAT LITTLE *RESCUE* OPERATION TOOK ALMOST TEN MINUTES...

...GONNA MAKE ME LATE FOR THE MEETING!

MY GORGEOUS NEW NEIGHBOR WILL GET THE IDEA I'M *UNRELIABLE.* SHEESH!

HEY! SPIDEY-SENSE IS BUZZING--?

OTHERS ARE EQUALLY INTERESTED IN THAT MEETING...

THEY ARE ALL ASSEMBLED NOW SPIDER-MAN *MUST* BE AMONG THEM.

IF YOUR DEVICE IS *ACCURATE.*

AND THERE'S THE REASON WHY!

SOMEONE MENTION MY NAME?

I'M NOT SURPRISED TO SEE YOU, WIZ--

--THAT WIND-UP SPIDER WAS YOUR KIND OF GIMMICK.

SO YOUR DEVICE IS *INFALLIBLE*, EH?

HE IS NOT WHERE HE SHOULD BE... ON THE OTHER ROOF. BUT WHAT *MATTER*?

HE *IS* WITHIN *KILLING* RANGE.

THEN LET US GET *ON* WITH IT!

F-ZHHT

FA-ZAACHT

THEY ARE **SWIFT**, THIS MURDEROUS PAIR--

--BUT SPIDER-MAN IS EVEN **SWIFTER**!

IS HE *DEAD*? I CANNOT TELL HOW MUCH OF OUR BLASTS THE CHIMNEY ABSORBED.

WE WILL MAKE CERTAIN.

I CAN'T BE *SURE* I'LL BE ABLE TO DODGE THEIR SHOTS--

--SO I GOTTA IMPROVISE A WEAPON OF MY *OWN*!

A WEB SLING FULL OF SLIGHTLY SCORCHED *BRICKS* OUGHTTA SERVE.

HE'S NOT EXACTLY GOLIATH-- BUT I'M NOT *DAVID*, EITHER.

COME, CLOSER, WIZ. I WANNA SMELL YOUR *BREATH*-- I HAVEN'T HAD MY DAILY *THRILL* YET.

ON SECOND THOUGHT... YOU CAN HAVE THE THRILL.

YOU PEOPLE GET STONED OFTEN?

DROPPED YOUR NASTY OL' GUNS, HUH?

YOU MIGHT CONSIDER GIVING UP BEFORE YOU REALLY GET HURT!

I SAY THIS--

--YOU CAN CAPTURE US ONLY AT TREMENDOUS COST!

HOW MANY LIVES IS YOUR TRIUMPH WORTH?

A TOUCH OF A STUD ON THE WIZARD'S SLEEVE--

--AND AN ELECTRONIC SIGNAL DETONATES A SERIES OF FIRE BOMBS PLANTED EARLIER ON TOP OF PETER PARKER'S APARTMENT BUILDING...

FAWOOSH

MY FELLOW TENANTS ...TRAPPED! EVERY ONE OF THEM IS AT THE MEETING...

...THEY'LL BE BURNED ALIVE!

HELP!

ON THE WAY, FRIEND!

THE STAIRS ARE BLOCKED... AND BY THE TIME FIREMEN CAN ARRIVE IT'LL BE TOO LATE!

I CAN'T CARRY 'EM ALL--

--BUT MAYBE I CAN PROVIDE AN EXIT.

EVERYBODY GET READY TO MOVE, --FAST!

SHOULDN'T BE TOO HARD TO --UNGH-- RIP THIS LADDER LOOSE--

--AND TURN IT INTO A BRIDGE!

STEP LIVELY, FOLKS. YOU DON'T WANNA BE THE LAST ONE TO LEAVE THE MARSHMALLOW ROAST.

WHY DID THE WIZARD RIG THOSE BOMBS? HE HAS NOTHING TO GAIN BY MURDERING INNOCENT BYSTANDERS.

EVERYONE'S ACROSS, SPIDER-MAN.

AND IT LOOKS LIKE EVERYONE'S OKAY, EXCEPT FOR A LITTLE SMOKE INHALATION.

NOW TO FIND THE WIZARD AND ASK A FEW *HARSH* QUESTIONS--

HUH--! THE SMOKE'S CLEARING--

--AND I CAN SEE SOMEBODY *LEFT* OVER THERE...

WINO CHARLIE. REMEMBER HIM?

THE MAN'S OBVIOUSLY OUT *COLD*. HE'LL BE *ROASTED*--

--UNLESS I HAUL HIM TO *SAFETY*.

THE WEBBING SHOULD AT LEAST *PARTIALLY* PROTECT ME FROM THE HEAT. AS FOR THE *FLAMES*--

I CAN *JUMP* OVER THEM!

WONDER WHO THIS GUY *IS*? HE'S A COMPLETE *STRANGER* TO ME.

NO MATTER... I'LL HAVE NO TROUBLE CARRYING HIM--

EXPLOSIONS HAVE WEAKENED TIMBERS AND JOISTS, AND THE FIRE HAS WEAKENED THE SURROUNDING WALLS. THE ROOFTOP CAN BEAR NO MORE WEIGHT--

--AND DOESN'T...

NEXT ISSUE:
THE WIZARD TRIUMPHANT!

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TM

the AMAZING SPIDER-MAN®

SPIDEY AND THE SUB-MARINER FIGHT SIDE-BY-SIDE AGAINST THE

FRIGHTFUL FOUR!

DON'T MISS THE EVIL F.F.'S MYSTERIOUS, NEW MEMBER!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THEN SHALL WE BOTH BE BETRAYED!

JUST WHEN HE THOUGHT HE'D GOTTEN EVERYONE TO SAFETY... SPIDER-MAN SAW A RAGGED STRANGER SLEEPING IN THE MIDST OF THE INFERNO CAUSED BY THE WIZARD'S FIRE BOMBS. INSTANTLY, HE LEAPT THROUGH THE WALL OF FLAMES TO THE ROOF OF HIS APARTMENT BUILDING, WHERE...

THE WHOLE STRUCTURE'S BEEN WEAKENED BY THE BLASTS -- IT'S CAVING IN!

IF YOU JUST JOINED US...KEEP READING. THE STORY WILL BECOME CLEAR IN A COUPLE OF PAGES (WE HOPE.)
--AL.

STORY-- DENNY O'NEIL / ART-- JOHN ROMITA, JR. & JIM MOONEY / LETTERING-- JIM NOVAK / COLORING-- BOB SHAREN / EDITING-- ALLEN MILGROM / EDITING-IN-CHIEFING JIM SHOOTER

I CAN PROBABLY SAVE *MYSELF* -- BUT *HE'S* GONNA GIVE ME *PROBLEMS*.

EVEN FROM HERE, I CAN SMELL THE CHEAP *DRINK* ON HIS BREATH.

WHO THE HECK *IS* HE, ANYWAY?

GOT HIM... BEFORE HE LANDED ON MRS. SCHWARTZ'S LIVING ROOM FLOOR.

NOW TO *COMPLETE* THE RESCUE OPERATION. A WEB-LINE TO THAT *BEAM* --

--AND I'VE GOT SOMETHING TO *SWING* FROM! I CAN GET US OUT THE *WINDOW*...

UH OH. GOOD AS MY WEBBING *IS*, IT ISN'T COMPLETELY *FIREPROOF*. WE'RE GONNA FALL AFTER ALL--

--BUT MAYBE NOT *DISASTROUSLY!* I HEARD MRS. SCHWARTZ BRAGGING ABOUT HER NEW *WATERBED*...

IF I CAN ANGLE OUR *DROP* CORRECTLY--

SPLOONCH

MADE IT. THE MATTRESS HAS SPRUNG A FEW LEAKS, BUT YOU WON'T CATCH ME COMPLAINING.

SLEEPING BEAUTY'S NOT GRIPING, EITHER. HE'S STILL DEAD TO THE WORLD.

I HAVE A HUNCH HE'S NOT EVEN GONNA THANK ME.

OH, WELL. NOBILITY IS ITS OWN REWARD, I GUESS.

MRS. SCHWARTZ WON'T MIND IF I BORROW HER SLEEPING GEAR -- NOT IN THE CAUSE OF KEEPING ME AND MY BUDDY THERE FROM BEING BROILED.

THE LEAKS WILL WET US DOWN AND THE REST OF IT WILL SHIELD US FROM HEAT AND FALLING DEBRIS!

UNHH! TALK ABOUT DEAD WEIGHT!

NOW, OFF WE GO FOR A STROLL THROUGH THE OVEN... A HASTY STROLL...

...'CAUSE THIS JOINT WON'T LAST MUCH LONGER. IT'S COLLAPSING AROUND US.

AT LEAST, THIS OUGHTTA LOWER THE RENT A BIT.

FINALLY... THAT WAS THE LONGEST FORTY FEET I'VE EVER WALKED.

THE WIZARD AND HIS PAL ARE GONNA PAY FOR CAUSING THIS PARTY--

THAT'LL BE AFTER THEY TELL ME WHAT THEY HOPED TO ACCOMPLISH BY TORCHING PETER PARKER'S APARTMENT HOUSE.

COULD THEY HAVE BEEN GUNNING FOR ME? THERE SHOULDN'T BE ANY WAY THEY COULD KNOW PETER PARKER AND EVERYONE'S FAVORITE WALL-CRAWLER ARE THE SAME SPLENDID FELLA.

YET, THEY WOULDN'T RISK DOZENS OF LIVES--

--FOR NOTHING. DOING SOMETHING FOR NO REASON IS DEFINITELY NOT THE WIZ'S STYLE.

THEY'RE NOT STANDING ON THE ROOF WHERE I LEFT 'EM--

--WHICH FIGURES. THEY'VE HAD TIME TO ESCAPE TO CHINA IF THEY WANTED TO.

BUT THERE'LL COME ANOTHER DAY...

IN NINETY MINUTES WINO CHARLIE WILL AWAKEN, SMELL THE SMOKE ON HIS CLOTHES AND WONDER, QUITE BRIEFLY, WHAT HAPPENED.

THEN HE WILL STUMBLE AWAY IN SEARCH OF FURTHER OBLIVION...

MEANWHILE, A FEW BLOCKS DISTANT...

YOU HAVE SUCCEEDED IN PROVIDING EMPLOYMENT FOR NEW YORK CITY'S FIREMEN-- AND IN LITTLE ELSE. I HOPE YOU ARE ***SATISFIED,*** WIZARD.

NO! I DON'T KNOW HOW SPIDER-MAN ELUDED OUR TRAP--

--BUT I GUARANTEE IT WILL NOT HAPPEN AGAIN. I WILL--

YOU WILL ***DO AS I SAY.*** WHEN I FREED YOU FROM PRISON I PROMISED YOU A CHANCE AT ***REVENGE.*** ONE CHANCE.

YOU HAVE ***HAD*** YOUR ONE CHANCE. NOW YOU WILL DO ***MY*** BIDDING, OR ***ELSE.***

COMPARED TO ***MINE,*** YOUR HATRED IS INSIG-NIFICANT.

THE MOMENT HAS COME FOR US TO SEEK ***MY*** ENEMY.

EARLY THE FOLLOWING MORNING, A SUNDAY, FIFTH AVENUE IS NEARLY DESERTED.

BY NOON, THE AREA IN FRONT OF THIS MOST ***LUXURIOUS*** HOTEL WILL BE THRONGED WITH SHOPPERS AND SIGHT-SEERS.

NOW, HOWEVER, IT IS QUIET... ALMOST...

THAT'S PARKER... P.A.R.K.E.R.

YOU'RE ONE OF *THOSE* PEOPLE FROM THE BURNED-OUT APARTMENTS, MR.--EH--PARKER?

CHECK. THE INSURANCE COMPANY IS PUTTING US UP HERE UNTIL THE PLACE IS REBUILT.

YES... WELL, HAVE A *PLEASANT* STAY.

MAYBE I WILL, AT THAT.

UH-OH. THERE'S THAT TALL GUY... THE ONE I THINK SINGS THOSE CRUDDY COUNTRY SONGS THAT KEEP ME AWAKE ALL NIGHT. IF HIS ROOM IS NEXT TO *MINE*--

NUTS! HE'S GETTING OFF AT THE *TENTH* FLOOR--AND I'M ON THE *NINTH*.

I HOPE HE'S NOT *ABOVE* ME.

WHY CAN'T EVERYONE BE LIKE *THIS* LITTLE BEARDED MAN--

--QUIET AND SCHOLARLY. OH, WELL ... MAYBE THE YOWLER WILL BE AT THE OTHER END OF THE BUILDING.

WONDER WHAT KIND OF *ROOM* THEY GAVE ME--

--PROBABLY A CLOSET. BUT SINCE THIS IS THE FANCIEST HOTEL IN TOWN, AT LEAST IT'LL BE A *CLASSY* CLOSET.

INDIGENT GRAD STUDENTS CAN'T BE CHOOSERS...

MY... GOLLY--! THEY CALL THIS A ROOM? I'VE BEEN IN SMALLER STATES.

AIR CONDITIONING... A COLOR TUBE... A BED AS BIG AS YOUR AVERAGE FOOTBALL FIELD--

--YET SOFT AS A BABY'S KISS.

HOO-BOY. PETEY, YOUR LUCK HAS CHANGED.

I'LL CATCH SOME Z'S, THEN PHONE A FEW FRIENDS. 'BOUT TIME I THREW A PARTY ANYWAY.

♪ I WUZ BORN IN A GARBAGE CAN... ♪

♪ ...CUZ MAMA MARRIED A SANITATION MAN ♪

NO! NOT HIM ... NOT THAT AWFUL SCREECHING--

I MIGHT HAVE KNOWN PARADISE WOULDN'T LAST.

NOK

SOMEBODY AT THE DOOR. PROBABLY A BILL COLLECTOR-- WITH A HUGE DOG--

HOWEVER--

HELLO. I HOPE I'M NOT *INTRUDING.*

IN

TRU

DING?

YOU?

NOT AT *ALL--*

COME ON *IN*... MAKE YOURSELF AT HOME. GET YOU ANYTHING... COKE? ICE CREAM? DIAMONDS?

I MEAN... YOU'RE MY DOWN-THE-HALL *NEIGHBOR*, AREN'T YOU? AT THE APARTMENT BUILDING?

YOU NOTICED ME. I'M FLATTERED.

I SURE DID NOTICE YOU... YES INDEED. YUP! UM *HUM.*

MAY I BORROW YOUR TV FOR AN HOUR? THERE'S A SPECIAL ON *RYKER'S ISLAND* I WANT TO WATCH AND THE SET THEY GAVE ME IS BROKEN.

WATCH *AWAY.* I'LL EVEN *HELP* YOU WATCH.

YOU *ARE* SWEET.

DO YOU MIND LENDING ME YOUR SHOULDER? I'M *SO* WEARY FROM THE EXCITEMENT OF THE FIRE...

UH HUH. VERY EXCITING FIRE.

...DUE TO THE RECENT ESCAPES FROM RYKER'S ISLAND PRISON...

"... SENATOR MARION STENSGARD IS CONSULTING LATER TODAY WITH WARDEN PERCY RUE CONCERNING THE INSTALLATION'S SECURITY... "

IT'S A *DISGRACE*, WARDEN RUE.

YOUR INMATES WALK OUT AS THOUGH THERE WERE A *REVOLVING DOOR* INSTEAD OF AN IRON GATE.

NOT ENTIRELY OUR FAULT, SENATOR. WE HOUSE MANY OF THE MOST DANGEROUS CRIMINALS IN THE COUNTRY-- THE SO-CALLED *SUPER-VILLAINS*--

--AND CONSEQUENTLY THEY ARE HARDER TO HOLD THAN ORDINARY THUGS. NEITHER THE STATE NOR THE FEDERAL GOVERNMENT HAS BEEN EXACTLY *GENEROUS* WITH FUNDING--

HOWEVER, YOU CAN REST EASY--

--I HAVE *PERSONALLY* REVAMPED OUR ENTIRE SYSTEM AND I'M IN A POSITION TO *GUARANTEE* THERE WILL BE NO FURTHER BREAKS.

I'LL BE HAPPY TO TAKE YOUR WORD FOR IT, SIR--

THE *ALARM*--!

DOES THAT MEAN...?

"YES, A *BREACH* IN THE MAXIMUM SECURITY CELLS...

"THEY'RE BEING *FLOODED*... BUT *WHY?*"

HA-ROO-GA HA-ROO-GA

AND IN THE CELL SHARED BY **THE SANDMAN** AND **TRAPSTER**...

WHA... WHA'S HAPPENIN'?

WE'RE GETTIN' **WET**, DUMMY!

THEY GOT YA SO DRUGGED UP YA DON'T KNOW YER **NAME**!

YEAH... KEEPS ME FROM... USIN' MY POWERS...

WE'RE IN **TROUBLE**, PAL--**BAD**!

SOMETHING'S CUTTIN' THROUGH THE **WALL** AND WE'RE BELOW THE **WATER LINE**--

-- THERE'S A BILLION TONS OF **RIVER** AND WE'RE GONNA GET EVERY BLASTED **DROP** OF IT.

BETTER TREAD WATER.

I... **CAN'T**!

I'M **DROWNIN'**!

WITHIN SECONDS, THE CHAMBER IS FILLED WITH FETID LIQUID, AND...

SANDY'S *HAD* IT! AND ME... I CAN'T HOLD MY BREATH ANY MORE--

WE ARE NOT A MOMENT TOO *SOON!*

THE AIR MASKS WILL REVIVE MY FORMER FRIGHTFUL FOUR COLLEAGUES AND ALLOW THEM TO *ACCOMPANY* US.

A NEARLY *PERFECT* PLAN... THE WATER PREVENTS INTERFERENCE FROM THE GUARDS...

...AND PROVIDES US WITH AN *ESCAPE* ROUTE.

HOWEVER, THE FLEEING QUARTET IS **OBSERVED**--

PRINCE NAMOR'S ASSUMPTION WAS *CORRECT*--

--HIS ENEMY *DID* RELEASE THE WIZARD'S COMPANIONS.

THE DAYS I SPENT FOLLOWING MY PRINCE'S OLD FOE HAVE NOT BEEN *WASTED!*

I MUST REPORT TO HIM WITHOUT *DELAY!*

ON A SECLUDED SECTION OF LONG ISLAND...

AS YOU CAN *SEE*, THE SANDMAN HAS *RECOVERED.*

YEH ... AN' THAT JUNK THEY WAS FEEDIN' ME IS WEARIN' OFF.

WHO IS *THIS*?

YOU CAN CALL ME THE *FOURTH* MEMBER OF YOUR GROUP--

--OR YOU CAN CALL ME *LEADER!*

I PROMISED OUR COOPERATION IN EXCHANGE FOR CERTAIN... CONSIDERATIONS --

WELL, I DON'T *LIKE* IT.

ME NEITHER.

YOU DO NOT *HAVE* TO LIKE IT, GENTLEMEN. YOU HAVE ONLY TO *OBEY.*

SHOW THEM THE DEVICE, WIZARD.

MY LATEST INVENTION-- ONE WHICH WILL SERVE TO VANQUISH *ALL* OUR ENEMIES.

MEANWHILE, THE ATLANTEAN STREAKS TOWARD THE OCEAN FLOOR, WHERE THE FABLED **ATLANTIS** SITS LIKE A GEM IN THE COOL, TWILIGHT DEPTHS...

--PRINCE NAMOR, THE **SUB-MARINER**...

YOU FOLLOWED HER--AS I **INSTRUCTED**?

YES, MY LIEGE. SHE RELEASED THREE CRIMINALS FROM **PRISON**--

--AND IS LIVING IN THE CITY OF NEW YORK'S MOST LAVISH HOSTELRY.

DOUBTLESS MOUNTING AN **ATTACK** AGAINST ME.

ONCE **AGAIN**, THE SURFACE DWELLERS GIVE SUCCOR TO MINE **ENEMIES**--

NEARLY EXHAUSTED, YET DETERMINED TO COMPLETE HIS MISSION, HE ENTERS THE ROYAL PALACE AND PASSES INTO THE PRESENCE OF--

--ONCE AGAIN, PRINCE NAMOR MUST **STRIKE**.

IMPERIUS REX!

IN MANHATTAN...

I HAD TO GET OUT HERE AND *SWING*... TO CLEAR MY *HEAD*. WHAT THAT GIRL DOES TO ME ISN'T *REAL*...

I MEAN, I'VE BEEN ATTRACTED TO PRETTY *LADIES* BEFORE--

-- BUT WHENEVER I GET CLOSE TO HER, I'M *WRECKED*.

MAYBE THERE *IS* NO SUCH THING AS LOVE AT FIRST SIGHT, BUT THIS IS A DARN GOOD *IMITATION*.

HUH--! IS THAT WHAT I *THINK* IT IS--?

--THE *SUB-MARINER*... HEADING STRAIGHT FOR THE *HOTEL*... AND HE DOESN'T LOOK LIKE HE'S ON A *HOLIDAY*.

WHENEVER SUBBY APPEARS IN THESE PARTS, IT'S *TROUBLE*.

I HOPE THAT ISN'T THE CASE NOW... 'CAUSE I EMPHATICALLY DO *NOT* WANT TO TANGLE WITH HIM AGAIN SO SOON.

LAST TIME WE MET, HE ALMOST *RUINED* ME.*

SHEESH, HE'S NOT EVEN *SLOWING*--

*ISSUE #211. -- AL.

"HE ISN'T EVEN GONNA *KNOCK*--"

SO! YOU SEEK *VENGEANCE* UPON ME!

I... I DON'T KNOW WHAT YOU'RE *TALKING* ABOUT!

SUBSO, OL' ROTTER... I DON'T BELIEVE THE NICE LADY *INVITED* YOU IN -- THROUGH THE *DOOR*, MUCH LESS THE *WALL*.

SPIDER-MAN?

LIVE, IN PERSON -- AND FEELING A TAD *VIOLENT*.

WHUD

UH OH. I GAVE HIM MY BEST SHOT... HOPED IT WOULD PUT HIM *AWAY*-- BUT NO GO!

HE'S AS POWERFUL AS ANYONE *AROUND*-- AND HE HAS A TENDENCY TO GET *MEAN* WHEN HE'S *PUSHED*.

AND I JUST PUSHED HIM.

I HAVE NO *QUARREL* WITH YOU, ARACHNID--

--BUT THOSE WHO STAND IN THE WAY OF JUSTICE MUST BE *CRUSHED!*

MMMPF

NOW HEAR THE WORDS OF PRINCE NAMOR-- THE AVENGING SON!

THAT WOMAN IS NOT WHAT SHE SEEMS! DO YOU UNDERSTAND ME?

WHY DO YOU NOT *REPLY?*

EH--! HE IS *GONE*... FLED THROUGH THE *GAP* I CREATED. AND HE HAS TAKEN *HER* WITH HIM!

HE HAS SET MY BLOOD A' *BOIL!* I MUST HAVE *SATISFACTION!*

THIS CAN NOT *BE!*

SHOW YOUR-SELF!

FLEEING... HIDING... SUCH BEHAVIOR IS AS UGLY AS THESE MONSTROSITIES SURFACE DWELLERS CALL *BUILDINGS.*

MY, MY, AREN'T WE CRITICAL!

WHAT'S WRONG-- WAKE UP ON THE WRONG SIDE OF THE OCEAN THIS MORNING?

ACTUALLY, I WASN'T EXACTLY *FLEEING* AS MUCH AS CATCHING MY *BREATH*... GETTING READY FOR *ROUND TWO.*

WANNA ZIP ON UP HERE?

THE LOVEABLE THING ABOUT YOU IS THE WAY YOU CHARGE INTO A SITUATION WITHOUT CHECKING IT *OUT.*

I'D BE TEMPTED TO CALL THAT *STUPIDITY--*

--IF YOU WEREN'T SO *NOBLE.*

OR AM I *WRONG--?*

SLAMM!

MAYBE NOBLE GUYS CAN BE DUMB AS GUPPIES *TOO!*

WHERE IS THE GIRL?

SHE'S SAFE FROM HARM!

NOW, LET US REASON TOGETHER. YOU CAN BEGIN OUR MEANINGFUL DIALOGUE BY TELLING ME WHY YOU WENT AFTER HER IN THE FIRST PLACE.

UNNGH

A PRINCE OF THE REALM NEED NOT EXPLAIN HIS ACTIONS!

YOU *COULD* HAVE HEEDED ME, BUT CHOSE TO FLEE! NOW SUFFER THE CONSEQUENCES!

I UNDER-ESTIMATED HIM... FORGOT HOW *FAST* HE IS--EVEN *OUT* OF THE WATER!

BUT HE'S STILL TANGLED IN MY WEBBING-- GOT TO STRIKE BEFORE HE GETS FREE!

MISTER, YOU LEANED ON SOMEBODY I'M GETTING AWFULLY *FOND* OF FOR NO *REASON*--

--WHICH TENDS TO MAKE ME *RAMBUNCTIOUS!*

ONCE *MORE*, I ASK, IN WORDS OF ONE SYLLABLE--

-- WHY DID YOU *DO* IT?

I OWE YOU NO EXPLANATION.

OKAY... *SWELL!* I *TRIED* TO BE NICE--

-- BUT THE BIG CHEESE UNDERWATER *MUCK-DE-MUCK* INSISTS ON *BRAWLING!*

YOU'RE *ARROGANT*... *CONCEITED*... *STUBBORN*-- AND IT'S GONNA COST YOU A *CLOBBERING.*

IT WAS NOT *I* WHO BEGAN THIS CONFLICT-- NOR SHALL I BE HE WHO IS *HUMBLED* BY IT.

HEEDLESSLY, THEY HURL ACROSS THE ROOFTOPS--

--INTO A WATER STORAGE TANK...

SKA-RITTCH!

HHH

O' BOY, DID I BLUNDER! HE *WAS* OUT OF HIS ELEMENT... GETTING *WEAK!*

BUT I HAD TO GO AND GET HIM *WET--*

REFRESHED AND REVITALIZED, THE ATLANTEAN MONARCH MUSTERS HIS MATCHLESS STRENGTH--

--SWIFTLY AND FURIOUSLY HE STRIKES!

*THOUGH SPIDER-MAN IS **HIMSELF** INHUMANLY QUICK, EVEN HE CAN NOT AVOID THIS BLOW...*

AND ACROSS THE STREET--

--OTHERS BEHOLD THE BATTLE WITH INTENSE INTEREST...

THEY'RE BOTH CREAMED. LEMME LAY A ZINGER ON 'EM.

WE HAVE NO NEED OF YOUR FORMIDABLE WEAPONRY, TRAPSTER.

INDEED WE DO NOT--

--NOT WHEN I HAVE PREPARED A DEVICE ESPECIALLY FOR THEM... A MODIFICATION OF THE INVENTION WITH WHICH I TRACED SPIDER-MAN'S ARACHNID SENSE.

I AM MOST ANXIOUS TO TEST IT.

SOON, THE WIZARD WILL GET HIS CHANCE. FOR...

HAVE YOU ANY WORDS IN THE SECONDS LEFT TO YOU?

DO YOU WISH TO SAY ANYTHING BEFORE I FINALLY PUT A FINISH TO YOUR MEDDLING?

YEAH... GO HUG A ROPE!

PERHAPS THAT IS GOOD ADVICE--

YOU! I MIGHT HAVE KNOWN YOU WOULD APPEAR HENCE!

WHO IS APPEARING HENCE? WHO THE HECK IS SHE?

THE NAME IS LLYRA. FOR LONG YEARS I HAVE NURTURED A HATRED FOR PRINCE NAMOR.*

A HATRED BORN BECAUSE HE SPURNED MY DESIRE FOR HIM!

I KILLED HIS LADY DORMA, AND NAMOR, IN TURN, TRIED TO KILL ME. BUT I AM NOT SO EASILY DESTROYED!

THE TIME HAS COME FOR HIM TO PAY FOR MY SUFFERING--AND PAY IN FULL!

*LLYRA WAS SEEN WAY BACK IN SUB-MARINER #50 --ARCHIVAL AL.

WITH THE AID OF THE WIZARD AND HIS COMPANIONS, MY THIRST FOR REVENGE WILL BE THIS DAY SLAKED.

ARE YOU READY?

I AM.

FOR AN INSTANT, THE AIR IS FILLED WITH THE CRISP ODOR OF DRY ICE AND A SOUND SO FAINT IT IS FELT RATHER THAN HEARD--

--A QUIETNESS THAT BELIES THE SEARING AGONY THAT RIPS THROUGH THE TWITCHING BODIES OF SPIDER-MAN AND THE SUB-MARINER...

THEY AIN'T *SNUFFED*, ARE THEY?

NAW... THEY'RE *MOVIN'*!

ACTUALLY, THEY ARE SOMETHING CONSIDERABLY MORE *INTERESTING* THAN DEAD.

AND WHEN THEY *RECOVER*, THEY WILL *WISH* THEY HAD DIED ...WISH IT WITH ALL THEIR HEARTS.

THE PAIN IS OVERWHELMING ...AND IT HAS ONLY BEGUN...

NEXT ISSUE: THE TRIUMPH OF THE FRIGHTFUL FOUR... AND A GRIEF THAT CHANGES PETER PARKER'S LIFE. IT'LL BE INTENSE-- AND IT'LL BE RIGHT HERE...YOU BE HERE TOO!

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the AMAZING SPIDER-MAN®

TM

WE DON'T HAVE TO *KILL* THEM--SPIDER-MAN AND THE SUB-MARINER ARE NO LONGER A THREAT TO *THE FRIGHTFUL FOUR!*

J.R.JR. + MILGROM

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MERE SECONDS HAVE PASSED SINCE A BLAST FROM THE WIZARD'S WEAPON STAGGERED AND FELLED **SPIDER-MAN** AND THE PRINCE OF ATLANTIS, THE SAVAGE **SUB-MARINER!** NOW, THE FRIGHTFUL FOUR SAVOR THEIR TRIUMPH--

IT WOULD SEEM MY EXPERIMENT IS A **SUCCESS!**

HOW **EASY** IT WOULD BE TO **SLAY** THEM... **TOO** EASY!

YOU DON'T WANNA **OFF** 'EM, LLYRA, AT LEAST LET THE **TRAPSTER** PUT A **HURTIN'** ON 'EM!

YEAH! THE SANDMAN COULD STAND A LITTLE **EXERCISE**, TOO!

STORY -- DENNY O'NEIL
ART -- JOHN ROMITA, JR. & JIM MOONEY
LETTERING -- JIM NOVAK
COLORING -- ROGER SLIFER
EDITING -- ALLEN MILGROM
SUPERVISION -- JIM SHOOTER

BY MY POWERS SHALL I BE VANQUISHED!

SHALL WE LET THEM HAVE THEIR *FUN*, LLYRA?

WHY *NOT*, WIZARD?

ALL THE TIME WE WAS LOCKED IN THAT STINKIN' *CELL*, I *DREAMED* ABOUT SOMETHIN' LIKE THIS!

OF COURSE, THE FULL *EFFECTS* OF MY INVENTION ARE YET TO BE *FELT!*

QUIET! I'M ENJOYING THE *SHOW!*

ON YER *FEET* -- *BOTH* OF YA!

WE AIN'T *FINISHED!*

YOU AS TIRED OF THIS AS *I* AM, SUBBY?

IN TRUTH --

--SUCH INDIGNITIES ARE NOT TO BE *BORNE!*

HOWEVER, NEITHER HERO HAS RECOVERED --

--AND SO THEY ARE EASY PREY...

WHEN I THINK OF HOW WE FEARED THESE TWO --

ARE YOU GENTLEMEN FINISHED?

NAW! WE AIN'T HARDLY STARTED!

NOW THAT THEY'RE DOWN, WE CAN REALLY DO A JOB ON 'EM.

MEANWHILE, AT NEW YORK'S FINEST HOTEL, A BLOCK AWAY...

YOU SAYIN' THE SUB-MAREENER MADE THIS HOLE?

THAT'S WHAT I HEARD, OFFICER! HE AND THAT SPIDER-MAN PERSON WERE APPARENTLY HAVING A FIGHT AND-- *

HEY SARGE-- LOOK!

*NO SENSE TELLING YOU IT HAPPENED LAST ISSUE BECAUSE YOU SAW IT, RIGHT? -- SMUG AL.

A WHOLE BUNCHA BOZOS ON THAT ROOF OVER THERE--

--INCLUDIN' THE SUB-MARINER AND SPIDER-MAN!

FOR THIS KINDA STUFF, WE NEED HELP!

CALLIN' THE CHOPPER...I MEAN THE PATROL HELICOPTER--

"--GET ON OVER TO FIFTH AVENUE AND FIFTY-EIGHTH...*FAST!*"

WE'RE *DONE* KICKIN' 'EM!

YEH! NOW WE CAN START *STOMPIN'* 'EM.

BUT--

ATTENTION ON THE ROOFTOP!

POLICE!

SHEESH... ARE YOU *DUMB!* YOU SHOULD *NEVER* GIVE YOUR VICTIMS A MOMENT TO *RECOVER*--

--AND THAT INCLUDES *YOU*, WIZARD!

DIDN'T THEY TEACH YOU *ANYTHING* AT BAD-GUYS SCHOOL?

MMPF

GRAZMK

OFF THEY GO, INTO THE WILD BLUE YONDER--

-- CHASED AWAY BY THE *COPS!* SOME HEROES *WE* ARE!

HEROES? NAY... *FOOLS!*

THE TASTE OF DEFEAT IS ALWAYS BITTER... BUT NEVER MORE SO THAN AT THIS MOMENT.

I MUST RETIRE FROM THE EYES OF MEN. FAREWELL.

HEY, TAKE IT *EASY*, SUBS -- IT ISN'T THE END OF THE *WORLD!*

NO USE. TO HIM, LOSING FACE IS WORSE THAN *DEATH!*

I CANNOT DISTINGUISH THE PAIN OF MY *SOUL* FROM THAT OF MY *BODY.*

A PERSISTENT *BUZZING* IN MY *SKULL.*

-- IT DRIVES ME TO *DISTRACTION.*

IS IT *REAL*--

-- OR DO I MERELY *IMAGINE* IT?

THE OCEAN-- THE HEALING WATERS OF MY *HOME*--

--ALWAYS, THEY ARE *BALM* TO MY WOES!

BUT NOT *NOW*--! NOT *NOW*! AM I SLIPPING IN-TO *MADNESS*--?

NOR IS PRINCE NAMOR **ALONE** IN HIS TORMENT, FOR, AT PETER PARKER'S HOTEL ROOM --

BRO-**THER!** THEY REALLY DID A **NUMBER** ON ME! LUCKY I ONLY HAD A BLOCK TO TRAVEL!

I HURT IN PLACES I NEVER **HEARD** OF--!

I'M BARELY ABLE TO **STAND**... FEEL ALL **HOLLOW** INSIDE... WONDER WHAT THE WIZARD **ZAPPED** US WITH--!

I NEED BANDAGES, IODINE, ASPIRIN -- AND A LITTLE **TENDER LOVING CARE**

CAN'T GO LOOKING FOR IT AS **SPIDEY**, THOUGH--

-- HE'S NOT **ALLOWED** TO HAVE NEEDS.

BUT OL' **PETER PARKER** IS!

I'LL SHED THE COSTUME--

--AND VISIT MY NEW FRIEND -- MY **GORGEOUS** NEW FRIEND.

AS LONG AS I'M SHOPPING FOR AN **ANGEL OF MERCY**, I MIGHT AS WELL LOOK FOR A **BEAUTIFUL** ONE.

HUH--? HER DOOR'S **OPEN.**

HEY... ANYBODY **HOME?**

JUST US **CHICKENS**, BUB!

WOULD YOU BELIEVE SOME DIMBULB KNOCKED A *HOLE* INNA WALL? THE THINGS THAT GO ON IN THIS TOWN, I SWEAR--!

YEAH.

NO HELP THERE... AND I'M FEELING WORSE AND WORSE. GOTTA FIND *SOMEBODY--!*

MAYBE *DEB*... MAYBE DEBBIE *WHITMAN*...

SOON, IN GREENWICH VILLAGE...

ONLY A QUARTER TIP? YER A PILE'A CRUD, YA KNOW THAT, KID?

SURE, BUT DON'T TELL AUNT MAY. SHE STILL THINKS I'M *NICE.*

I HAD TO TAKE A CAB--

...TOO WEAK TO MAKE IT ON MY *OWN.*

PLEASE BE HERE, DEBBIE... *PLEASE!*

NOK NOK

PETER?

...IN...

OH, MY.

HI. MIND IF I COME...

SORRY 'BOUT THAT, GIRL. I'M A LITTLE *BATTERED* TODAY... HAVING TROUBLE KEEPING *UPRIGHT*...

IF I CAN JUST REST A FEW MINUTES--

YOU STAY AS LONG AS YOU LIKE, PETER--

--AND I'LL STAY WITH YOU!

EXACTLY FOURTEEN HOURS AND SEVENTEEN MINUTES LATER...

UM

ARE YOU AWAKE, PETER?

I SORT OF DOCTORED YOU UP WHILE YOU WERE SLEEPING. I HOPE THAT'S ALL RIGHT.

AND I FIXED A BIT OF BREAKFAST... PANCAKES, HAM, SAUSAGE, BACON, HOME FRIES, APPLE PIE AND COFFEE.

THAT'S NOT *BREAKFAST*. THAT'S A *BANQUET*.

AFTER YOU'VE EATEN, AND IF YOU THINK YOU'VE RECOVERED ENOUGH, I HAVE TICKETS FOR A BROADWAY SHOW AND...

'SCUSE ME, DEB. WHAT TIME IS IT?

A LITTLE PAST FOUR--

LET ME HAVE A RAIN CHECK ON THE SHOW, OKAY? I GOTTA RUN.

ANYTHING YOU SAY!

I'D BETTER SKIP BREAKFAST, TOO.

I'LL CALL YOU IN A COUPLE OF DAYS.

BY THE WAY, THANKS.

DON'T MENTION IT.

DON'T DARE.

OUTSIDE...

I STILL DON'T KNOW WHAT HAPPENED TO MY NEW *GIRL FRIEND*. I HAVEN'T SEEN HER SINCE I BEGAN THE SLUGFEST WITH *SUB-MARINER*.*

I HOPE SHE'S ALL RIGHT! MAYBE SHE'S IN ANOTHER ROOM AT THE HOTEL WHILE HER WALL IS BEING REPAIRED!

*LAST ISSUE. -- AL.

WAITAMINNIT--! I CAN'T *PHONE* HER! I DON'T EVEN KNOW HER *NAME!*

FOR A GOOD TIME CALL MAGGIE 555-3474

CAROL HOPE WAS HERE

PACO

BONKERS-OUT-OF-MY-GOURD *CRAZY* ABOUT THE LADY AND I DON'T KNOW HER *NAME--!* *SHEESH!*

SOMETIMES I *WONDER* ABOUT MYSELF!

TAXI!

A HASTY RIDE UPTOWN (AND ANOTHER 25¢ TIP) LATER...

I NEVER GOT A CHANCE TO ASK SUB-MARINER *WHY* HE ATTACKED HER--! SHE *MIGHT* BE IN TROUBLE.

IN WHICH CASE SHE'LL PREFER *SPIDEY* TO *PETE!*

THIS OUTFIT *LOOKS* LIKE I *FEEL!* BUT I CAN'T LET A BIT OF *PAIN* KEEP ME FROM THE GIRL OF MY DREAMS.

THEY TOLD ME AT THE DESK THAT SHE'S MOVED TO ROOM 407.

ROOM 407-- HERE I *COME!*

AND IN SAID ROOM...

I WANNA FINISH DOIN' A *TAP DANCE* ON SPIDER-MAN'S *NOGGIN.*

HAVE *PATIENCE.* YOU'LL *GET* YOUR WISH -- I *PROMISE.*

AT THAT MOMENT, IN THE COOL DEPTHS OF THE OCEAN, WHERE THE KINGDOM OF **ATLANTIS** RESTS LIKE A GEM ON A VELVET CUSHION...

YOU ARE **CERTAIN**, LORD VASHTI?

YES, MY PRINCE. YOUR BRAIN SCAN IS NOT **NORMAL!**

CAN YOUR INSTRUMENTS DETECT WHAT IS **AMISS**?

NOT **PRECISELY.**

HOWEVER, IF **LLYRA** IS RESPONSIBLE, WE CAN ASSUME IT IS NOT TO YOUR **BENEFIT.**

LLYRA... THE NAME IS FRAUGHT WITH **MEMORIES** FOR NAMOR--

--MEMORIES OF HIS BELOVED DORMA* SLAIN BY LLYRA IN A JEALOUS **RAGE**--

--OF LLYRA BURIED BENEATH A MOUND OF UNDERSEA RUBBLE LEAVING THE SUB-MARINER WITH AN ALL-TOO-HOLLOW REVENGE.

BUT SHE **RETURNED** TO TORMENT HIM **ANEW**--

--UNTIL, FINALLY, SHE VANISHED INTO A **VORTEX** NEVER TO BE SEEN AGAIN--

--UNTIL **NOW**...

*DON'T MISS LLYRA'S MYSTERIOUS REAPPEARANCE IN **DEFENDERS** #93. --AL.

WAIT, MY PRINCE. WE MUST LEARN EXACTLY WHAT WAS DONE TO YOU!

WHAT DOES NOT MATTER! IT IS WHO THAT CONCERNS ME--

--LLYRA! SINCE I HEARD RUMORS THAT SHE HAD ESCAPED FROM THE WHIRLING DEATH THAT SWALLOWED HER, I HAVE HAD HER SOUGHT!

I HAVE WAITED FOR HER EVIL TO MANIFEST ITSELF--SO THAT I MIGHT FIND HER!

SPIDER-MAN AND OUR BATTLE WITH THOSE FOUL VILLAINS DISTRACTED ME--BUT IT IS TIME TO FINISH WHAT I BEGAN!

AND IN MANHATTAN...

MY SPIDER-SENSE IS QUIET AS A STUFFED MOUSE -- NICE TO KNOW I'M HEADING INTO SAFETY--

--FOR ONCE.

HI THERE. GOT ANY FLIES YOU WANT CAUGHT?

SPIDER-MAN!

I'VE BEEN WORRIED ABOUT YOU. I WAS AFRAID THE SUB-MARINER HAD INJURED YOU.

HEY, YOU KIDDING? NOTHING CAN HURT YOUR FRIENDLY NEIGHBORHOOD SPIDER-MA--

NNNNNNN-GH!

KWOOMP

SATISFYIN' --THAT'S WHAT THAT WAS.

YOU HIT GOOD, SANDMAN.

BIND HIM.

THEN--

DON'T BOTHER *STRUGGLING*--NOT EVEN *YOU* CAN BREAK VANADIUM STEEL CABLE.

AIN'T HE CUTE?

YEAH... WRAPPED UP LIKE A CHRISTMAS PRESENT.

I SUPPOSE YOU HAVE QUESTIONS.

COME TO THINK OF IT... I *WAS* WONDERING WHY MY SPIDER-SENSE DIDN'T *WARN* ME ABOUT THIS TEA PARTY.

BECAUSE YOU NO LONGER *POSSESS* IT. WHEN I SHOT YOU AND THE SUB-MARINER ON THE ROOFTOP, I ENVELOPED YOU BOTH IN A *PSYCHO-TRANSFERENCE FIELD.*

IT PUT YOUR SUPERHUMAN FACULTY IN *HIS* MIND--

--AND UNLESS I'M MUCH *MISTAKEN*, IT IS DRIVING HIM TO THE BRINK OF *INSANITY.*

UNIQUE, EH--? TO DESTROY SOMEONE BY ACTUALLY *INCREASING* THEIR POWER.

YOU SURE DESERVE THE MAD-SCIENTIST MERIT BADGE, ALL RIGHT.

ALWAYS THE HUMORIST.

NOT THAT I DON'T APPRECIATE THE *GIFT*, WIZ... BUT I DON'T REALLY HAVE ANY *USE* FOR ONE OF YOUR ANTI-GRAVITY DISCS.

ON THE CONTRARY... YOU CAN USE IT AS THE INSTRUMENT OF YOUR *DEATH!*

AT THAT INSTANT--

LLYRA'S HIDING PLACE LIES THERE, ON MANHATTAN ISLAND...

EH--! THE INFERNAL BUZZING IN MY BRAIN GROWS STRONGER--

--AND I SEE SOMETHING RISING FROM THE CLUSTER OF DWELLINGS -- SOMETHING FAMILIAR!

YOU WILL BE BORNE EVER UPWARD UNTIL YOU ARE PAST THE EARTH'S BLANKET OF AIR--!

THEN CHANCE WILL DICTATE WHETHER YOU FREEZE OR SUFFOCATE!

SPIDER-MAN! THOUGH WE HAVE OFTEN BEEN IN OPPOSITION OF LATE, HE IS NOT WITHOUT NOBILITY!

HE IS FAR TOO GALLANT TO DIE IN BONDS... LIKE A SLAVE!

I ADD MY STRENGTH TO HIS OWN AND--

SUBBY! AM I GLAD TO SEE YOU!

LISTEN, AFTER THIS, I'LL EVEN FORGIVE YOU FOR HAVING POINTED EARS--

SILENCE! YOU PRESUME ON MY GOOD WILL!

STILL INTERESTED IN *LLYRA*? I KNOW WHERE SHE IS--

AS DO I! IN THE *HOSTELRY* BELOW!

I WARN YOU... DO NOT *INTERFERE*--

--FOR NAMOR WOULD HAVE *VENGEANCE!*

KER-CHUNK

AS *ONE*, THE SINISTER PAIR TURNS--

--BUT BEFORE THE SANDMAN CAN *REACT*--

FOOMPF

CAN'T LET SUBBY HAVE *ALL* THE GRINS...

SZCHHT

CHAKK!

ESPECIALLY NOT WHEN I HAVE A *SCORE* TO SETTLE!

I'M *GLAD* YOUR HELMET WILL KEEP YOUR SKULL FROM CRACKING OPEN--

--'CAUSE THAT MEANS I CAN HIT YOU ALMOST *FULL OUT!*

AND WIZZY... I *DO* WANNA HIT YOU!

THESE ARE BUT *TWO*! WHERE ARE THE *OTHERS*?

BEATS ME.

THE... *TORMENT* WITHIN MY BROW-- IT PULLS ME TOWARD THE NEXT *CHAMBER*.

THAT'D BE MY *SPIDER-SENSE*.

FOLLOW IT.

COME TO PAPA-- *SUCKER*!

SMAPF

FOREWARNED BY THE SPIDER-SENSE, THE SUB-MARINER TURNS ON THE TRAPSTER...

YOU *DARE* LEVEL A WEAPON AT A PRINCE OF THE *REALM*--?

STRUCK BY THE SHEER FORCE OF SUB-MARINER'S PERSONALITY, THE TRAPSTER ***HESITATES***--

--HIS LAST MISTAKE OF THE DAY...

YOUR SURFACE METALS ARE *PUNY*--UNABLE TO WITHSTAND *PRESSURE*.

NOR IS YOUR *PHYSIQUE* MUCH *BETTER*!

THUDD

THAT'S *THREE* OF THE FRIGHTFUL FOUR CRUMPED OUT. BUT WHERE'S WHAT'S-HER-NAME?

UNNOTICED, THE SAND-MAN REVERTS TO HIS AMORPHOUS FORM AND TRICKLES AWAY...

LLYRA! WILL SHE *FOREVER* ELUDE ME?

COULD BE. BUT WE HAVE *OTHER* PROBLEMS--

-- SUCH AS GETTING THE SPIDER-SENSE OUTTA *YOUR* HEAD AND BACK INTO *MINE.*

FOR THAT, WE NEED A BIG-LEAGUE TYPE *SCIENTIST.* I NOMINATE *REED RICHARDS,* LEADER OF THE *FANTASTIC FOUR.*

THOUGH REED RICHARDS AND I HAVE HAD OUR DIFFERENCES IN THE PAST...YOU ARE RIGHT. ONLY *HE* HAS THE KNOW-LEDGE WE REQUIRE.

FOR A MOMENT, NAMOR RECALLS HOW REED RICHARDS AND HE VIED FOR THE FAVOR OF SUE STORM--AND HOW SUE CHOSE REED, ULTIMATELY MARRYING HIM...

...THEN HE BANISHES THAT HUMILIATING INCIDENT FROM HIS MIND AND ACCOMPANIES SPIDER-MAN TO THE *BAXTER BUILDING,* HEADQUARTERS OF THE FAR-FAMED *FANTASTIC FOUR--*

MIGHT BE ABLE TO DO AS YOU ASK, SPIDER-MAN--

--BUT I CAN'T GUARANTEE *SUCCESS.* MY ABILITIES ARE *LIMITED--*

AW, *CAN* IT, STRETCH. YA *KNOW* YER THE BIGGEST BRAIN THIS SIDE OF YANCY STREET.

JUST GIVE IT A *SHOT... PLEASE?*

IF YOU CAN'T HELP US--

I'LL DO MY BEST.

SHE IS STILL LOVELY.

BETWEEN SPIDEY'S FAWNIN' ON REED AND SUBBY'S MAKIN' COW EYES AT SUE...I THINK I'M GONNA BE SICK!

THE PREPARATIONS ARE PAINSTAKING... THE RISKS ARE ENORMOUS. REED RICHARDS MUST USE EVERY BIT OF HIS VAST SCIENTIFIC EXPERTISE TO ACCOMPLISH THIS APPARENT MIRACLE--

--YET, AS IMPROBABLE AS IT SEEMS...

SUCCESS!

I'VE GOT THAT OL' SPIDEY TINGLE BACK!

I MUST EXPRESS MY GRATITUDE, REED RICHARDS.

I'D DO IT FOR ...ANYONE!

WITHIN MOMENTS--

I WILL RETURN TO MY OCEAN TO SEEK FURTHER WORD OF LLYRA'S WHEREABOUTS!

GOOD HUNTING... ER --FISHING, CHUM!

NICE TO BE *WHOLE* AGAIN.

A SPIDEY-SENSE IS ONE OF THOSE THINGS YOU DON'T NOTICE TILL ITS *GONE.*

ONLY QUESTION IS--

--WHY'S IT JANGLING LIKE A FIELD TEST IN A *FIRE ALARM FACTORY?*

IT'S NOT AS IF I'M GOING TO DOCTOR DOOM'S BIRTHDAY PARTY OR ANYTHING!

NARY A MENACE IN *SIGHT.*

HEL-*LO!*

YOU'RE JUST IN TIME TO CHRISTEN MY NEWLY-REPAIRED *HOTEL ROOM.* I HOPE THE SUB-MARINER IS THROUGH WITH HIS *WALL CRASHING!*

HE *DOES* GET OVER-ENTHU-SIASTIC.

SPIDEY-SENSE IS DRIVING ME *NUTS!*

YOU SEEM *UPSET.*

NOT *ME*, LADY. I'M *FINE*... ABSOLUTELY *SWELL.*

ARE YOU *CERTAIN*... HMM, SPIDER-MAN DARLING?

RICHARDS MUST'VE FOULED UP... THE WARNING SIGNALS HAVE *NEVER* BEEN THIS INTENSE.

YOU'RE *TREMBLING.* SIT DOWN, MY SWEET.

SIT DOWN AND *RELAX*, MY PRECIOUS ONE, AND *ENJOY*--

--ENJOY WHAT IS ABOUT TO *HAPPEN*--

GOOD... IDEA.

YOU ARE *STRONG*--

--THE FEEL OF A COLD BLADE SLIDING INTO YOUR *BODY*... THE WARMTH OF YOUR LIFE'S BLOOD SPILLING OVER YOUR SKIN...

--THE BRIEF PAIN FOLLOWED BY THE *ECSTASY* OF YOUR FINAL BREATH FLUTTERING IN YOUR THROAT--

--BUT SO AM *I!*

IT HAS BEEN *SUCH* FUN, WATCHING YOU STUMBLE ABOUT LIKE A LOST CHILD, TRYING TO... TO *PROTECT* ME--!

FOOLISH, **FOOLISH**, LITTLE MORTAL THAT YOU ARE, YOU NEVER **SUSPECTED** THAT I WAS OTHER THAN **SWEETNESS** AND **INNOCENCE**--

DROP... THE **KNIFE**--

OF COURSE. YOU ARE NOT **WORTH** KILLING.

WHO **ARE** YOU--?

SURELY BY **NOW** YOU HAVE AT LEAST **GUESSED**--

--THAT THE CHARMING GIRL WHO **ENTHRALLED** YOU--

--IS NOT EVEN **HUMAN**--

--IS, INDEED, **LLYRA**!

DO NOT JUDGE YOURSELF TOO *HARSHLY!* NO MAN *ALIVE*, SAVE PRINCE NAMOR HIMSELF, CAN RESIST MY ALLURE.

PLAYING WITH YOU HAS *AMUSED* ME GREATLY.

AND *MORE!*

I'M BEGINNING TO UNDERSTAND SUB-MARINER'S *HATE* FOR YOU!

BUT YOU WILL NOT *ACT* ON YOUR HATRED --YOU WILL NOT *STRIKE* ME--

--FOR AT BOTTOM YOU ARE *WEAK* ...AND *STUPID!*

I LEAVE YOU TO CONTEMPLATE YOUR *HUMILIATION.*

I AM NOT HUMILI-ATED--

--NOR AM I INCLINED TO *MERCY.*

YOUR CRIMES ARE *GREAT*, LLYRA -- AND YOUR SINS *GREATER.*

YOU WERE BEHIND THAT APARTMENT HOUSE FIRE... THE PRISON BREAKS WHICH FREED THE FRIGHTFUL FOUR... THE *BEATING* THEY GAVE ME...

THESE DEMAND *PAYMENT!*

FWOK

YOU DID WHAT I *WANTED* TO DO ... AND *COULDN'T.* I DON'T KNOW WHETHER TO BE *HAPPY* OR *SAD.*

BY THE WAY ...HOW'D YOU FIGURE SHE WAS *HERE?*

I REASONED THAT IF SHE BELIEVED I HAD GONE, SHE WOULD FEEL CONFIDENT ENOUGH TO *REVEAL* HER TRUE SELF.

YOU WERE UNDER HER SPELL. YOU COULD NOT SEE THE *OBVIOUS!* YOU COULD NOT SEE THE *EVIL* HIDING UNDER HER PLEASING VISAGE.

NOW I SHALL TAKE HER TO ATLANTIS -- TO FACE A FITTING *PUNISHMENT.*

OUR ASSOCIATION HAS NOT BEEN *PLEASANT* -- BUT I WISH YOU NO HARM. FARE YOU WELL, SPIDER-MAN.

YEAH, GOODBYE, SUBS.

I THOUGHT I WAS IN *LOVE*... WITH THAT *MONSTER!* AND SHE RUBBED MY *NOSE* IN IT!

I BETRAYED EVERYTHING I *AM*--

--AND IN THE PROCESS, I EVEN DUMPED ON *DEBBIE.*

MAYBE IT'S NOT TOO LATE. MAYBE I CAN STILL MAKE IT UP TO HER.

MAYBE SHE'LL FORGIVE ME.

DON'T BE TOO SURE, SPIDEY, DON'T BE TOO SURE...

NEXT: **THE RACE IS ON...**

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the AMAZING SPIDER-MAN®

TM

THE RACE IS ON...

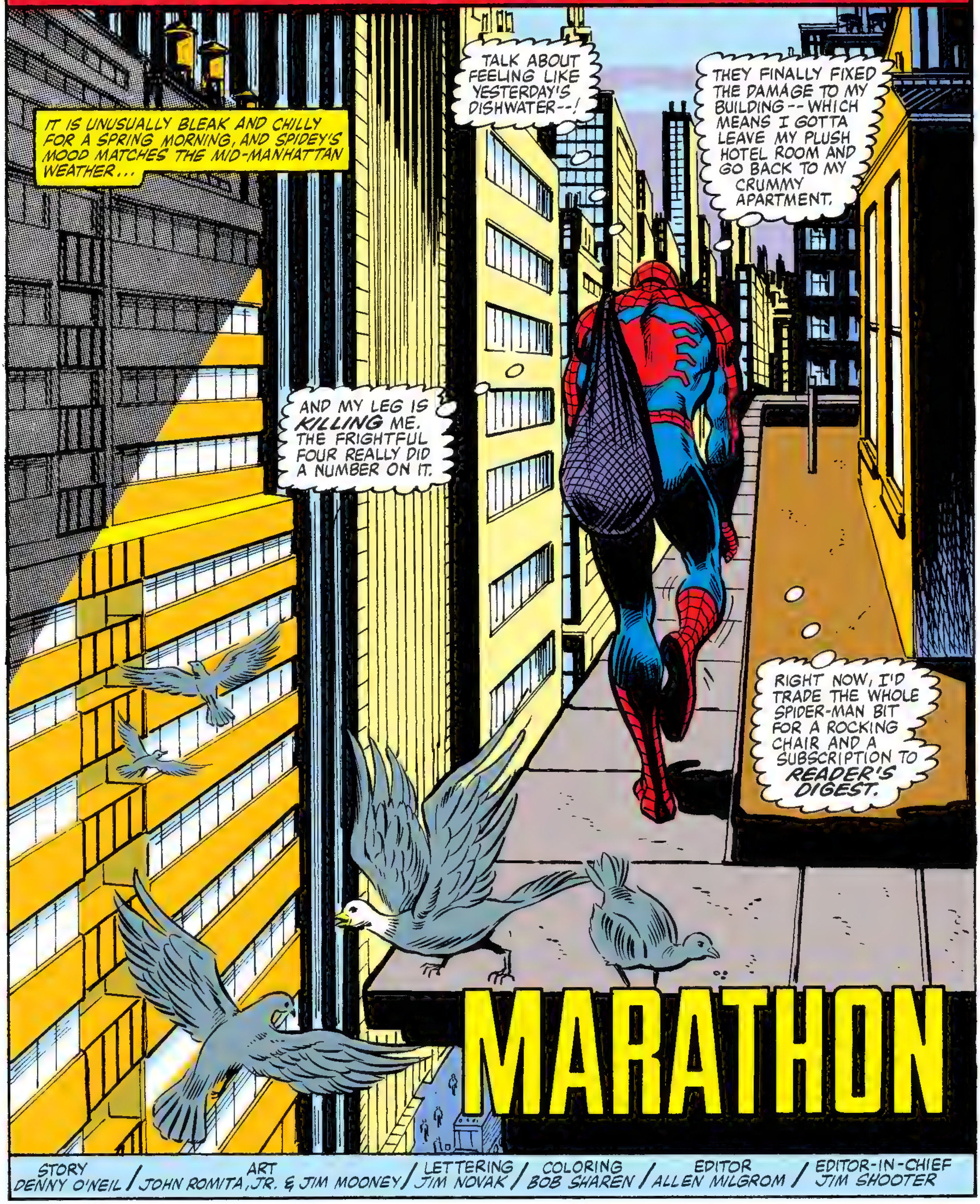
WILL DEATH BE THE VICTOR?

AND DON'T MISS: THE RETURN OF MADAME WEB!

J.R.J.R. + A.M.

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®


IT IS UNUSUALLY BLEAK AND CHILLY FOR A SPRING MORNING, AND SPIDEY'S MOOD MATCHES THE MID-MANHATTAN WEATHER...
AND MY LEG IS KILLING ME. THE FRIGHTFUL FOUR REALLY DID A NUMBER ON IT.
TALK ABOUT FEELING LIKE YESTERDAY'S DISHWATER--!
THEY FINALLY FIXED THE DAMAGE TO MY BUILDING -- WHICH MEANS I GOTTA LEAVE MY PLUSH HOTEL ROOM AND GO BACK TO MY CRUMMY APARTMENT.
RIGHT NOW, I'D TRADE THE WHOLE SPIDER-MAN BIT FOR A ROCKING CHAIR AND A SUBSCRIPTION TO READER'S DIGEST.

MARATHON

STORY DENNY O'NEIL / ART JOHN ROMITA, JR. & JIM MOONEY / LETTERING JIM NOVAK / COLORING BOB SHAREN / EDITOR ALLEN MILGROM / EDITOR-IN-CHIEF JIM SHOOTER

GOTTA REST BEFORE I HOBBLE ON--

WHAT I NEED IS A LITTLE DOCTORING AND A WHOLE LOT OF TENDER LOVING CARE.

DEBBIE WHITMAN COULD FILL BOTH BILLS--

--BUT SHE DIDN'T ANSWER HER PHONE WHEN I CALLED EARLIER.

PROBABLY VISITING HER UNCLE.

SHE'LL BE HOME BY NOW.

'COURSE, SHE WOULDN'T EXACTLY WELCOME ***SPIDER-MAN*** -- ESPECIALLY A SPIDEY WHOSE COSTUME LOOKS LIKE SOMETHING A RAGMAN WOULD ***REFUSE*** --

--BUT SHE HAS A ***WARM REGARD*** FOR OL' PETER PARKER.

IN FACT, IT'S BEGINNING TO BE A VERY, ***VERY*** WARM REGARD--

--AND WHAT'S MORE, I'VE BEGUN TO SEE ***HER*** IN A NEW LIGHT, TOO.

BENEATH HER SHYNESS IS A REALLY PRETTY LADY.

SO WHAT AM I ***WAITING*** FOR? SHE'S ONLY THREE SUBWAY STOPS DOWNTOWN.

THE WAY I'M HURTING, I MAY NOT *LAST* THREE STOPS. THE LEG FEELS LIKE THE MORNING AFTER THE NEXT *WORLD WAR.*

BUT NOT TO WORRY. DEB HAS A *MAGIC TOUCH.*

BE FUNNY IF SHE AND I GOT TOGETHER--

--I KIND OF THOUGHT I COULDN'T GET REALLY *INVOLVED* WITH ANYONE ANYMORE... NOT SINCE *GWEN STACY* WAS KILLED.

MAYBE I'M FINALLY *FORGETTING* THAT TERRIBLE DAY, AND FORGETTING *GWEN?* NO, I'LL NEVER DO THAT--

EVEN THAT 'ROMANCE ON THE REBOUND' I HAD WITH MARY JANE COULDN'T MAKE ME FORGET GWEN--

--BUT THERE MIGHT BE ROOM IN MY LIFE FOR *ANOTHER* WOMAN... FOR *DEBBIE?*

YEAH, MAYBE FOR DEBBIE.

HERE WE ARE... *GREENWICH VILLAGE*-- HOME OF POETS, SCHOLARS, MUSICIANS, ARTISTS, ACTORS, WRITERS AND OUR OWN MS. WHITMAN.

LUCKY I ONLY HAVE TO HOP A BLOCK-AND-A-HALF TO HER PLACE. MY LEG WON'T TAKE ANY WEIGHT.

T.R.

SPUDHEAD

MUNDO

C.H.N.

HMMM... BARNEY WICKER, ANOTHER BRIGHT POLITICAL HOPEFUL -- RUNNING FOR THE SEAT IN CONGRESS THAT BECAME VACANT LAST MONTH.

SURE TAKES A LOT OF BALLOTS TO KEEP THE REPUBLIC IN BUSINESS-- NOT TO MENTION *HOT AIR.*

VOTE FOR

BARNEY WICKER

I MUST BE CRUMPED OUT. I'M USUALLY NOT CYNICAL ABOUT PEOPLE I DON'T EVEN *KNOW.*

AT LAST... DEBBIE'S BUILDING! IT LOOKS LIKE A COOL GLASS OF WATER IN A *DESERT.*

HALLELUJAH! I CAN HEAR HER MOVING AROUND INSIDE!

DEB! OPEN UP! IT'S ME!

D WHITMAN III

NOK

NOK

PETER! I... I WASN'T EXPECTING YOU.

I WAS IN THE NEIGHBORHOOD AND I FIGURED I'D DROP BY.

HOW ABOUT INVITING YOUR OL' PAL PETEY IN?

THAT MIGHT NOT BE A VERY GOOD IDEA.

ANYTHING WRONG, DEBORAH?

PETER, THIS IS BIFF RIFKIN... FROM MY HOME TOWN...

HI, GUY! DO ANY LITTLE THING FOR YOU?

UH... NO. I'M... JUST PASSING THROUGH. SORRY I DISTURBED YOU.

'BYE.

HASTA LA VISTA, CHUMSO! DON'T TAKE ANY WOODEN SUBWAY TOKENS.

I'LL BE SEEING YOU, PETER.

SURE.

FOR AN INSTANT, PETER REMEMBERS THE SUDDEN KISS HE SHARED WITH DEB ONLY THE OTHER DAY-- AND SOMETHING COLD FORMS IN THE PIT OF HIS STOMACH...

BOY O' BOY.

ALL I WANNA DO IS JUMP INTO A HOLE--

--AND PULL IT IN AFTER ME.

I CAN'T BLAME DEBBIE--

--I GUESS SHE JUST GOT TIRED OF WAITING.

I'LL JUST HAVE TO TEND TO MY BUM LEG MYSELF.

THIS ALLEY IS DARK ENOUGH TO PREVENT ANYBODY FROM SEEING ME *WALL-CRAWL*--

--AND THE GREENWICH HOSPITAL IS ONLY A COUPLE OF BLOCKS AWAY.

I HURT TOO MUCH TO *WALK* THE DISTANCE--

--BUT I CAN *WEB* IT WITH NO SWEAT.

YA SIGNED UP FOR *WHAT?!*

THE MARATHON, HARRY

MY FELLOW CITY DWELLERS... THEY'RE ALWAYS FINDING NEW THINGS TO ARGUE ABOUT.

YA SPENT THIRTY BUCKS ONNA NEW PAIR'A SHOES FOR *WHAT?!*

THE MARATHON, HARRY.

YA FORTY POUNDS OVERWEIGHT, YA LIVE ON CHOCOLATES AN' JELLY BEANS, YA SO LAZY YA TAKE A CAB TO THE CORNER MAILBOX AN' YER GOIN' *WHERE?!*

THE MARATHON, HARRY.

JUST TELL ME THIS... YA GONNA *RUN*, OR *ROLL*-- OR *BOUNCE*--

--OR MAYBE YOU'RE GONNA MELT DOWN AN' *DRIBBLE!*

HARRY, TAKE YER SMART CRACKS AN' SHOVE 'EM UP--

--THE FIRST ANNUAL SPRING *MARATHON* TOMORROW.

OVER 16,000 ENTRANTS ARE EXPECTED TO RUN THE 26 MILE COURSE THROUGH ALL FIVE NEW YORK CITY BOROUGHS. THE EVENT IS BEING HELD TO HANDLE THE OVERFLOW OF ATHLETES FROM THE GREAT *FALL* RACE.

NOW A WORD ABOUT RUTABAGAS.

PETER PARKER, HOWEVER, NEVER *HEARS* THAT EXCITING WORD, FOR HE HAS ARRIVED AT A MEDICAL CENTER NESTLED IN THE HEART OF GREENWICH VILLAGE -- OR, TO BE EXACT--

--AT THE *ROOF* OF THE MEDICAL CENTER...

GOTTA BE CAREFUL TO LAND ON MY *LEFT* FOOT. IF I LANDED ON MY *RIGHT*, I'D PROBABLY YELL LOUD ENOUGH TO SHATTER WINDOWS FOR BLOCKS.

EVEN AT *THIS* LATE HOUR, THE STREET IS FULL OF PEOPLE, AND I *MIGHT* ATTRACT ATTENTION HOPPING DOWN THE SIDE OF THE WALL.

BUT THIS *AIR SHAFT* IS EMPTY.

I'LL HAVE TO HOPE NOBODY GLANCES OUT A *WINDOW.*

EMERGENCY WARD, HERE I COME!

IF MISERY LOVES COMPANY, MISERY HAS A LOT TO LOVE IN THIS UNHAPPY PLACE -- INCLUDING **PETER PARKER**, WHO WAITS A FULL THREE HOURS UNTIL...

YOUR X-RAYS ARE READY, MR. PARKER.

WHAT'D YOU DO -- ***HAND PAINT*** 'EM?

THEN--

THE BONE ISN'T BROKEN, BUT YOU ***DO*** HAVE A VERY BAD SPRAIN.

YOU SHOULD STAY OFF THE LEG FOR AT LEAST A WEEK.

I'LL BE BACK IN A MOMENT WITH A BANDAGE!

YOU GOT THE SPOT PICKED OUT?

YEAH, AND THE GUN IS READY.

FUNNY KIND OF CONVERSATION FOR A HOSPITAL --

HE THOUGHT HE'D ***WIN***, BUT THAT SUCKER'LL BE OUTTA THE RACE -- ***PERMANENT.***

YEAH, AIN'T I NEVER GONNA RUN ***AGAIN.***

THEY'RE DISCUSSING ***MURDER*** --

OWWTCH! I FORGOT I CAN'T WALK -- MUCH LESS CHASE THEM.

EXIT

GOTTA HOBBLE ...IF I CAN'T STOP THEM, I CAN AT LEAST GET A ***LOOK*** --

NUTS! THEY'RE GETTING AWAY ***CLEAN***... AND I DIDN'T CATCH A ***GLIMPSE*** OF THEIR FACES.

RGENCY

WONDER WHO THEIR INTENDED VICTIM IS.

MR. PARKER, I'M READY TO BANDAGE YOU.

THERE. THAT DOESN'T HURT, DOES IT ?

NONE AT ALL. THEY COULD'VE BEEN *ANYONE.*

NOT A -- *GNNNH!* -- BIT.

HEY, DOCTOR, YOU HAVE ANY IDEA WHO THE GUYS IN THE NEXT CUBICLE WERE ?

OH, DEAR. ANOTHER *RUNNING* INJURY. EXCUSE ME.

SURE.

501

913

220

HOW DID IT *HAPPEN?*

I WAS -- HEE HEE -- TRAINING FOR -- HEE HEE -- THE MARATHON AND -- HEE HEE...

CUT IT OUT, DOC. YOU'RE *TICKLING* ME.

THE *MARATHON!* YEAH ... THOSE GUYS SAID THE GUY THEY KILL WILL BE "OUT OF THE RACE" --

-- THAT HE'LL *NEVER RUN AGAIN.*

THEY'RE PLANNING TO SHOOT ONE OF THE MARATHON RUNNERS.

BUT WHICH ONE? THE TV GUY SAID THERE ARE 16,000 ENTRANTS.

THAT'S A LOT OF POSSIBILITIES--

--STRETCHED OVER 26 MILES OF STREETS. THERE MUST BE A *MILLION* PLACES FOR A SNIPER TO SHOOT FROM.

IT'D TAKE A *MIRACLE* WORKER TO TELL WHERE THE KILLER WILL BE HIDING--AND WHO'LL BE ON THE RECEIVING END OF THE BULLET.

FORTUNATELY, I HAPPEN TO *KNOW* A MIRACLE-WORKER--

--*MADAM WEB*, THE CLAIRVOYANT WHO HELPED ME PUT THE SKIDS UNDER *RUPERT DOCKERY*.*

HELLO, MADAM WEB? THIS IS--

YOU NEED NOT SPEAK YOUR NAME.

OF COURSE NOT

MADAM WEB

*ISSUE #210--WHEREIN SPIDEY FIRST MET THE PHYSICALLY DISABLED, BUT PSYCHICALLY ADVANCED, MADAM WEB. --AL.

AS TO THE REASON YOU HAVE TELEPHONED: THE PSYCHIC VECTORS ARE NOT IN PROPER ALIGNMENT FOR ME TO PEER INTO THE FUTURE.

I CAN NOT SAY WHO WILL SHOOT NOR WHO WILL BE SHOT. NOR IS THE *LOCATION* OF THE ASSASSINATION CLEAR TO ME.

HOWEVER, I SHALL CONTINUE TO EXERCISE MY POWERS. IF I LEARN THE INFORMATION YOU SEEK, I SHALL PASS IT ON TO YOU.

FAREWELL.

SHE SURE DOESN'T ASK FOR MUCH EXPLANATION--AND HER SMALL TALK BATS A FAT *ZERO*.

PITY SHE COULDN'T HAVE BEEN MORE HELPFUL--

--'CAUSE WITHOUT A CLUE, THERE IS ABSOLUTELY NOTHING I CAN DO ABOUT WHAT I OVERHEARD.

NO SENSE IN CALLING THE COPS. THEY'D PROBABLY THINK I'M NUTS --

--AND EVEN IF THEY DIDN'T, THEY'D BE AS HELPLESS AS *I* AM.

VOTE WICKER

I'D BETTER JUST DRAG MY WEARY BOD HOME AND ***FORGET*** THE WHOLE MATTER

TAXI!

YOU FROM CLEVELAND?

UH... NO.

SWELL. I DON'T PICK UP CLEVELANDERS. AKRON IS OKAY, THOUGH. WHERE TO?

FOUR-TEN CHELSEA STREET.

I ***LOVE*** NEW YORK CABBIES.

A TWO-DOLLAR RIDE LATER...

WHOEVER FIXED THE FIRE DAMAGE TO MY APARTMENT BUILDING SEEMS TO HAVE DONE A GOOD JOB. IT ***LOOKS*** OKAY... AT LEAST FROM THE OUTSIDE --

BUT INSIDE --

SHEESH! WHAT A ***MESS!*** WALLS ARE STAINED... PLASTER'S CRACKED... WATER DAMAGE ***EVERYWHERE.***

INSURANCE MUST NOT HAVE COVERED ***INTERIOR*** REPAIRS.

THE SMELL OF SMOKE IS --

--***AWFUL.*** MY CLOTHES ***REEK.*** I'LL HAVE TO BUY AN ENTIRE NEW WARDROBE -- OR GET USED TO PEOPLE WALKING AWAY FROM ME HOLDING THEIR NOSES.

AND MY SOCIAL LIFE IS BAD ENOUGH ***ALREADY.***

AT LEAST THINGS CAN'T GET ***WORSE.***

O THE FIRE BURNT UP MY FAVORITE CACTUS DIDN'T EVEN NEED NO PRACTICE

MY SINGING NEIGHBOR... OR TO BE EXACT, MY *SCREECHING* NEIGHBOR, HIS SO-CALLED *MUSIC* WOULD *CURDLE MILK.*

EVERY DAY
N EVERY
WAY
U KEEP
GETTING
TTER
ND
TER

REJECTION... PAIN... UPSET... I DON'T *NEED* THIS. I DON'T NEED ANY OF THIS AT *ALL.*

I DON'T *DESERVE* IT. I PLOTZ ALONG, DOING MY BEST, TRYING NOT TO HURT ANYBODY--

--AND LIFE SEEMS TO *PICK* ON ME. RANDOM NASTIES COME FROM *NOWHERE* TO RAIN ON MY PARADE.

I SHOULDN'T WRINKLE MY CHEEKS WITH TEARS OF *SELF-PITY*, THOUGH--

--I'M NOT THE *ONLY* ONE WHO GETS RAW DEALS FOR NO REASON. NEW YORK CITY IS FULL OF *LOSERS*--

--LIKE THAT GUY IN THE *RACE* TOMORROW... PROBABLY HAS NO *IDEA* ANYBODY'S GUNNING FOR HIM.

HE'S SITTING SOMEWHERE RIGHT NOW, LOOKING FORWARD TO FINISHING THE MARATHON... NOT REALIZING THAT HE *WON'T* FINISH IT...

BUT THAT'S NOT MY *WORRY.* I'M HALF-CRIPPLED, TIRED, DEPRESSED, OVER-WORKED--

--AND I'M ALSO THE ONLY MAN IN THE WORLD WHO HAS THE *SLIGHTEST* CHANCE OF SAVING HIM.

I JUST *MAY* BE ABLE TO PREVENT THE KIND OF SENSELESS INJUSTICE I'M ALWAYS *COMPLAINING* ABOUT...

AT LEAST, I GOTTA TRY, IF I EVER WANT TO LOOK IN THIS MIRROR AGAIN WITHOUT CRINGING.

YEAH... I GOTTA TRY.

SUNDAY MORNING'S WEATHER IS PERFECT FOR RACING. THE BITE OF WINTER LINGERS IN THE CRISP AIR, AND YET THE SUN IS WARM AS A GRANDMOTHER'S SMILE.

THE MURMUR OF 16,000 EXCITED VOICES WAFTS ACROSS THE VERRAZANO NARROWS BRIDGE FROM THE STATEN ISLAND SIDE--

--AND REACHES A LONELY SENTINEL PERCHED ATOP THE HIGHEST TOWER...

THE VICTIM COULD BE ANY MAN IN THAT CROWD.

BUT THE KILLER MENTIONED THE ***FRONTRUNNER***, SO I SHOULD KEEP AN EYE ON THE FIRST HUNDRED OR SO.

THEY'RE READY TO GO--

--LINING UP FOR THE ***START***...

START

SUDDENLY, SPIDEY HEARS A DISTANT SCREECH OF TIRES--

--AND SEES A CAR, WILDLY OUT OF CONTROL, SMASH THROUGH THE POLICE BARRIER--

THAT MANIAC IS ON THE MAIN ROADWAY, DOING AT LEAST ***NINETY***--

--HEADING STRAIGHT FOR THE ***RACERS***.

THE WAY THEY'RE JAMMED ONTO THE BRIDGE, THEY'LL ***NEVER*** BE ABLE TO CLEAR A PATH IN ***TIME***.

SOME OF THEM ARE ***BOUND*** TO BE ***HIT***--!

I HAVE ONLY A COUPLE OF ***SECONDS*** TO SHOOT A WAD OF ***WEBBING*** UNDER THE TIRES, GUM UP THE TRANSMISSION--

--AND LET THE FRICTION STOP THAT HEAP!

SKEEEE-FFF

MAYBE THE DRIVER *ISN'T* A NUT CASE. HE MAY BE A KILLER TRYING TO FAKE AN ACCIDENT--

YEOWTCH!

I FORGOT NOT TO LAND ON MY RIGHT LEG... VERY *PAINFUL* LAPSE OF MEMORY.

SHEESH! SMELLS LIKE A *DISTILLERY* IN HERE. THIS GUY ISN'T A CROOK... HE'S A PLAIN, GARDEN-VARIETY *DRUNK.*

HE'S PASSED OUT. HE'LL WAKE UP WITH A KING-SIZE *HEADACHE*... WHICH IS LESS THAN HE *DESERVES.*

A LITTLE SPIDEY PUBLIC SERVICE HERE... I'LL MOVE SLEEPING BEAUTY TO ONE SIDE--

RRINNG

UNNOTICED, UNHEEDED, THE EMERGENCY PHONE RINGS--

"--JUST AS THE RACE *BEGINS!*

A SHOT... AND 32,000 SHOES BEGIN SLAPPING THE ASPHALT. AS ONE, THE ATHLETES SURGE FORWARD--

-START-

--PACED ON THE CABLE ABOVE BY A NON-ENTRANT...

I CAN'T HOP LIKE THIS FOR LONG. I HOPE WE REACH SOMEWHERE WHERE I CAN DO SOME *WEB-SWINGING.*

UH-OH... MORE TROUBLE BELOW.

THOSE KIDS DON'T REALIZE THEY'VE FORCED THE MAN IN THE WHEELCHAIR TO THE EDGE--

--AND...

CRIPES! HE'S GOIN' OVER!

I DON'T KNOW WHAT I'D DO WITHOUT THE OL' WEB SHOOTERS.

I DON'T KNOW WHAT ALL THE FOLKS I *RESCUE* WOULD DO WITHOUT 'EM, EITHER.

YOU OKAY, FELLA?

YEAH. SOON AS I CATCH MY *BREATH*, I'M GETTIN' BACK IN THE RACE.

THEN, THE EMERGENCY PHONE AGAIN RINGS--

R-RINNNG

--BUT, ALTHOUGH SPIDEY HEARS IT, HE PAYS NO ATTENTION.

FOR HE IS TOO BUSY TRYING TO CATCH THE RACERS, WHO FLOW IN A BOBBING MASS OFF THE FAR END OF THE BRIDGE...

...AND SCATTER ONTO THE STREETS OF BROOKLYN--

HOW FAR WE GONE?

TWO MILES.

1203

I'M GONNA DIE.

I *MIGHT* BE WASTING MY TIME AND ENERGY. THOSE MEN AT THE HOSPITAL COULD'VE BEEN KIDDING AROUND--

UH OH! THEY *WEREN'T!*

SOMEBODY'S WAITING ON THE *OVERPASS*--

--AND IT LOOKS LIKE HE'S PACKING A *RIFLE.*

M. H. RULES

SORRY TO RUIN YOUR SUNDAY CHUCKLES, BUT YOU WON'T BE COLLECTING YOUR BLOOD MONEY.

IN FACT, YOU WON'T BE COLLECTING *ANYTHING*--

--EXCEPT A BIG, FAT *BRUISE.*

UNNGH!

I'M TAKING YOU AND YOUR GUN TO--

GUN? WHADDAYA *TALKING* ABOUT WITH THAT GUN STUFF?

YOU EVER SEE ANY-BODY SHOOT A *BANJO?*

I'M REPORTING YOU TO THE *POLICE*, THE *F.B.I.*--!

DON'T FORGET THE *MUSICIANS UNION.*

I'M TOO *EMBARRASSED* TO APOLOGIZE.

AN HOUR LATER, AT THE FIFTY-NINTH STREET BRIDGE LEADING INTO MANHATTAN...

THEY'VE RUN *FOURTEEN MILES.* WHY DON'T THEY HAVE THE DECENCY TO *COLLAPSE?*

I NEVER THOUGHT I'D *HATE* PHYSICAL FITNESS.

SO FAR, MY JOB HAS BEEN RELATIVELY *EASY.*

NOW... THE *HARD PART.* THE COURSE GOES PAST A HUNDRED SKY-SCRAPERS AND APARTMENT BUILDINGS--

--WITH A *MILLION* WINDOWS AND ROOFTOPS. I CAN'T LOOK IN EVERY DIRECTION AT ONCE.

AND, A BLOCK AWAY, AT A BURNED-OUT TENEMENT...

GOT ROOM FOR *ME?*

SURE.

HERE THEY COME.

HEY... YOU FEEL THIS FIRE ESCAPE *MOVE?*

IT'S PULLIN' LOOSE FROM THE *WALL*--

HELLP

SHEESH! AT THIS RATE, I'LL GO BROKE JUST BUYING **WEB FLUID.**

FLING

THIS ROUTE DOWN IS **SLOWER**, FELLAS -- BUT IT WON'T HURT AS MUCH WHEN YOU **GET** THERE.

AIN'T THAT **SPIDER-MAN?**

YEH... SHOWIN' OFF, AS USUAL.

WHILE I WAS TENDING TO THOSE **KIDS**, THE RACERS GAINED **THREE BLOCKS.**

ONE OF THEM COULD BE FRAMED IN A GUNSIGHT RIGHT **NOW.**

WICKER

R-RINNGG

AND A RINGING PHONE GOES UNHEARD...

ALMOST UP TO 'EM--

UH-OH... I DON'T SEE A **GUNMAN** ... BUT I **DO** SEE A CROOK--

--A **PICK-POCKET--**

--WORKING THE **SPECTATORS.**

I CAN'T STOP TO **NAIL** HIM, BUT I **CAN** PUT A CRIMP IN HIS STYLE.

FWIP

LOOK ON THE **BRIGHT** SIDE, ACE--

--I'VE CURED YOU OF **NAIL BITING.**

HUH?

CROSSING THE WILLIS AVENUE BRIDGE INTO THE BRONX, THE RUNNERS PASS THE 20-MILE MARK WHAT MARATHONERS CALL "THE WALL..."

...THE POINT WHERE THE BODY'S RESOURCES ARE EXHAUSTED. TO FINISH, THE RUNNERS MUST RELY ON DETERMINATION AND COURAGE...

YET THESE MAY NOT BE ENOUGH--

MY... HEART--

SO INTENT ARE THE RACERS THAT THEY BARELY NOTICE THE FALLING MAN BEING CAUGHT BY WEBBING FROM OVERHEAD...

AND ON AN ADJOINING STREET--

FILL 'ER UP!

BET YOU AMBULANCE GUYS ARE BUSY, HUH?

YEAH... SPRAINED ANKLES, INFECTED BLISTERS--

--HEART ATTACKS!

BETTER HURRY. HE'S ALIVE, BUT HE'S IN BAD SHAPE.

THEN--

I'M BEAT. BUT AS LONG AS THEY'RE RUNNING, I GOTTA KEEP SWING-ING.

ONE WAY OR ANOTHER IT'LL SOON BE OVER--

--THERE'S ONLY A COUPLE OF MILES LEFT TO CENTRAL PARK AND THE FINISH LINE.

AND, AMONG THE SPECTATORS AT THE PARK ENTRANCE, ARE J. JONAH JAMESON AND PETER'S AUNT MAY PARKER...

...WHY AM I HERE, MRS. PARKER? TO SHOOT SOME PIX... AND SHOW YOUR NEPHEW HOW IT'S DONE.

I'M CERTAIN HE'LL BE GRATEFUL FOR THE INSTRUCTION, MR. JAMESON.

N.Y.P.D.

HERE COMES SPIDER-MAN.

CAN'T RESIST A CHANCE TO GRANDSTAND, CAN YOU?

HEY, IT'S THE DAILY BUGLE'S GIFT TO GROUCHINESS.

YOU CAN STOP PRETENDING TO BE A PHOTO-GRAPHER!

PRETENDING!? WHY YOU WHIPPERSNAPPER--

--WHEN I WAS A CUB REPORTER I TOOK PHOTOS THAT WERE PRIZE-WINNE...

...ERRRR!

AND...

I'VE CHECKED THE BUSHES AND TREES... NO SIGN OF THE ASSASSIN.

THE FINISH IS ONLY A HALF-MILE AWAY... I GUESS THIS *WAS* A FALSE ALARM.

THAT PHONE'S RINGING--

PHONE

R-RING

SEEMS I'VE HEARD A *LOT* OF PHONES RINGING TODAY--

IT'S FOR *YOU*, SPIDER-MAN, SIR.

YOU'RE *JOKING*, RIGHT? NOBODY COULD *POSSIBLY* KNOW WHERE I AM--

PHONE

I *NEVER* JOKE, SIR! IT IS NOT *POLITE*.

HELLO?

MADAM WEB SPEAKING. THE PSYCHIC VECTORS HAVE ALIGNED. I HAVE THE INFORMATION YOU SOUGHT.

TWO MEN ARMED WITH ARMALITE AR-10 AUTOMATIC RIFLES ARE WAITING AT A WATER TOWER FIFTY YARDS TO THE RIGHT OF THE FINISH LINE.

THEIR INTENDED VICTIM IS NAMED BARNEY WICKER.

WICKER... THE CONGRESSIONAL CANDIDATE! BOY, HAVE I BEEN DUMB!

THE KILLERS MEANT "RACE" AS IN POLITICS... NOT AS IN RUNNING!

WICKER'S SCHEDULED TO GREET THE WINNER... AND WHEN HE DOES THEY'LL HAVE A CLEAR SHOT AT HIM.

I GOTTA GET THERE FIRST--

--'CAUSE BY THE TIME I FINISHED EXPLAINING TO WICKER, HE'D BE DEAD.

THERE'S THE TOWER--

INISH

--AND THERE ARE THE GUNMEN!

I GOTTA REMEMBER TO SEND MADAM WEB A BOX OF CANDY!

SORRY TO DISAPPOINT YOU GUYS, BUT THE SLAUGHTER'S BEEN CANCELLED!

SPIDER-MAN! WE GONNA KILL 'IM?

WE GOT NO CHOICE!

ME AND MY BIG MOUTH! WON'T I EVER LEARN TO *SNEAK UP* ON THE BAD GUYS?

F-WINNG

F-WINNG

GOOD OL' SPIDER-SPEED AND AGILITY WILL KEEP ME FROM BEING *PUNCTURED*--

BUDDABUDDA

BUT I STILL HAVE A PROBLEM! IF I RUN, WICKER IS ENDANGERED ... IF I STAY, THEY'LL BLAST *ME!*

AND THEY MIGHT GET *LUCKY!*

WHERE'D HE *GO?*

CIRCLE AROUND!

GOTTA PUT 'EM OUT OF THE ACTION! I CAN'T CHANCE A DIRECT ATTACK -- NOT WHEN THEY HAVE FIRE POWER AND I HAVE A BUM LEG!

THEY'LL HAVE ME IN THEIR SIGHTS IN *SECONDS.*

MAYBE I CAN HEAVE THIS ROOF DOWN ON 'EM...

HARD... *REAL* HARD -- AND I'M *EXHAUSTED...*

... ARMS FEEL LIKE *SPAGHETTI...*

GOT TO REACH INSIDE MYSELF... FIND ONE LAST EFFORT... ONE FINAL --

--PUSH!

SKRAKCH

SKRAKCH

THEY'RE UNCONSCIOUS.

I DID IT. I WON--

TO REACH INSIDE AND FIND ONE FINAL EFFORT--

--TO WIN!

FLING

HOME

WHUMP

EGON

361

END

NEXT ISSUE: SAND AND WATER--MAKES MUD!

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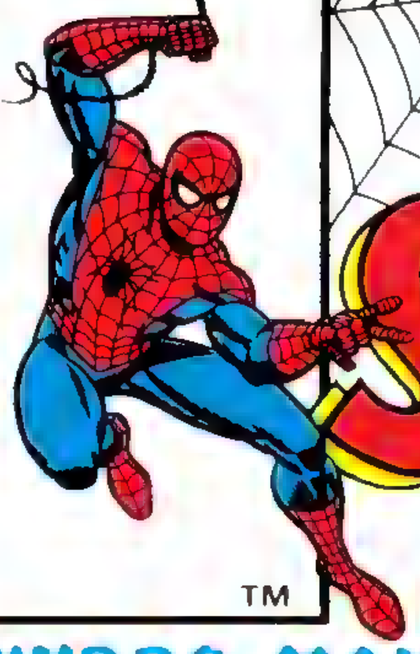

TM

the AMAZING SPIDER-MAN®

HYDRO-MAN AND THE SANDMAN TEAM UP..!

J.R.JR. + MILGROM

HERE'S MUD IN YOUR EYE, SPIDEY!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

YOU'RE JUST A FEW SECONDS TOO LATE TO SEE SPIDEY PUT THE WRAPS ON A COUPLE OF GUN-TOTING ASSASSINS (THAT HAPPENED **LAST** ISSUE!) BUT DON'T DESPAIR... THAT ACTION IS **NOTHING** COMPARED TO WHAT FOLLOWS--

SHEESH. I'M SO BEAT THAT EVEN A PAIR OF GARDEN-VARIETY **GUNMEN** ALMOST NAILED ME.

I GOTTA STOP KEEPING LATE HOURS -- **OR** STOP DOING MY PATENTED SUPER HERO BIT.

CAUTIONARY NOTE: WATCH THE WATER TOWER. IT ONLY **APPEARS** INNOCENT.

ONE SPIDER-MAN CAN'T BE EXPECTED TO DO BOTH.

MY PLAYMATES SHOT OFF ENOUGH AMMO TO CELEBRATE A **CENTURY'S** WORTH OF JULY FOURTHS. WONDER WHY NOBODY **HEARD?!**

HERE'S MUD IN YOUR EYE!

DENNY O'NEIL / STORY | JOHN ROMITA, JR. & JIM MOONEY / ART | JIM NOVAK / LETTERING | BOB SHAREN / COLORS | AL MILGROM / EDITOR

JIM SHOOTER, EDITOR-IN-CHIEF

AWRIGHT! WHAT'S THE *RACKET* UP HERE?

AH, NEW YORK'S FINEST--ON THE JOB, AS USUAL.

AND A LITTLE LATE--ALSO AS USUAL.

THE GUYS IN THE WEBBING JUST TRIED TO SNUFF CONGRESSIONAL CANDIDATE BARNEY WICKER.

I'M SURE THEY'LL CONFESS IF YOU BUY THEM ICE CREAMS.

NO NEED FOR THE SMART MOUTH, SON. YOU GOT A STORY, TELL IT.

NOTHING TO TELL--

--THERE WAS A *DANGER*--

--AND NOW THERE *ISN'T*-?

SO WHADDAYA THINK *I* AM, CHUMP? A METER MAID?

HYDROMAN! THEN YOU *DIDN'T* DIE ON THAT ROOFTOP.*

NAW. I MIXED WITH THE RAIN AN' CAME BACK TOGETHER IN THIS HERE *BARREL!*

*SEE SPIDER-MAN #212 -- AL.

I BEEN TRAPPED IN THERE... STEWIN'...

... WAITIN' TO DO *THIS!*

UHNF! GOT TO *ROLL* WITH IT--!

IF I HADN'T SENSED THAT COMING--

BLAM

BLAM

WE'RE UNDER ATTACK! SOME KINDA FREAK--

--IT WOULD'VE *BROKEN* ME!

-- BLASTING AT US! GOTTA RETURN FIRE!

DON'T *SWEAT* IT, COPPER. THEM SLUGS CAN'T HURT THIS FREAKY BODY OF MINE ANYWAY.

AIN'T YOU *HEARD*--

--I AIN'T *HUMAN* NO MORE.

BAM
BAM

I'LL TAKE THIS OPPORTUNITY TO EXIT.

SEE YA IN THE FUNNY PAPERS, SUCKERS!

HE... HE'S DIVING DOWN THE *DRAIN!*

OKAY, SPIDER-MAN, YOU OWE US AN EXPLAN--

CRIPES! HE'S GONE, TOO!

SARGE, YOU MIND FILLIN' OUT THE REPORT ON THIS ONE? I'M NOT SURE WHAT TO SAY.

MEANWHILE, AT THE VERRAZANO NARROWS BRIDGE...

I HATED TO *SPLIT* LIKE THAT ... IT WAS JUST POSTPONING THE INEVITABLE *CONFRONTATION* WITH WATER-BRAIN.

BUT I WAS IN NO CONDITION TO *FIGHT*. HE'D'A *WRECKED* ME.

PERMANENTLY.

AT LEAST MY PETER PARKER THREADS ARE WHERE I LEFT 'EM. I SHOULD BE GRATEFUL FOR SMALL FAVORS.

VERY SMALL.

I FEEL LIKE A SOGGY GRAHAM CRACKER... NEED TO MELLOW OUT.

MAYBE A MOVIE'LL DO THE TRICK. THAT NEW MURDER MYSTERY OPENED AT THE GRIFFITH.

AND I'VE GOT THE PRICE OF A TICKET...JUST.

SO, AN HOUR AND A CHANGE OF CLOTHING LATER...

D.W.Griffith

HALLOWEEN II

THE CRITICS SAY THE ENDING OF THIS FILM IS *DYNAMITE*-- ABSOLUTELY *IMPOSSI-BLE* TO GUESS.

THAT'S THE KIND OF CHALLENGE 'SHERLOCK' PARKER LOVES.

ONE, PLEASE.

THEN--

PETER PARKER. HI, GUY.

HELLO, PETER.

DEBBIE WHITMAN AND... BIFF RIFKIN, ISN'T IT?

THE OL' BIFFER, THAT'S ME.

DEB AND HER SMARMY NEW BOYFRIEND... THIS DOES NOT MAKE MY DAY A DELIGHT.

PRESS THE PALM, PETEY.

YOU'RE GOING TO SEE THE MOVIE, PETER?

NO, I'M LOOKING FOR ADDITIONS TO MY STALE POPCORN COLLECTION.

JUST JOKING.

HOW IS THE MOVIE?

QUITE WELL DONE... VERY EXCITING.

INTELLECTUALLY STIMULATING-- FOR A MERE ENTERTAINMENT, THAT IS.

EVEN I WAS FOOLED--

--I NEVER IMAGINED IT WAS THE GRANDMOTHER WHO PLANTED THE BOMB.

OF COURSE, IF I HAD, THE WHOLE THING WOULD HAVE BEEN POINTLESS.

TA TA, NOW.

MEANWHILE, IN A PART OF TOWN BIFF RIFKIN WOULDN'T BE CAUGHT DEAD IN...

PUB DUFFY'S

SO YA REALLY DID A NUMBER ON THE WALL-CRAWLER, HUH?

Schaefer Beer

YOU AIN'T WRONG, SWEETIE! IF THE SUB-MARINER HADN'T INTERFERED, I'D'A *FINISHED* HIM.*

YER SENSATIONAL. MY NAME'S SADIE, BY THE WAY, AN' I KNOW YER THE *SANDMAN*--

*ISSUE #215, --AL.

--ONLY CAN I CALL YA *SANDY*?

I *LOVE* A TAKE-CHARGE KINDA GUY.

THEN YOU AN' ME OUGHTTA GET ALONG FINE.

AND OUTSIDE...

THIS'S WHERE SADIE HANGS OUT ...WHEN SHE AIN'T SLEEPIN!

I GOTTA HIT HER UP FOR A PLACE TO *CRASH*--

LADIES INVITED

--AN' A LITTLE OF HER FAMOUS TENDER LOVIN' CARE...

HUH--? SHE'S PUTTIN' THE MOVES ON SOME *CREEP*--

UPTOWN, UNAWARE OF THAT NOT-AWFULLY-CHARMING SCENE, PETER PARKER ENTERS HIS APARTMENT BUILDING...

I STRUCK OUT ON THE *MOVIE*, THANKS TO RIFKIN. MAYBE I'LL CATCH A LITTLE *TUBE*.

THERE MIGHT BE A GOOD *TEST PATTERN* OR SOME-THING.

HOWDY.
HI.
THAT'S THE GUY I FIGURE DOES ALL THE LATE NIGHT COUNTRY-AND-WESTERN SINGING.
HE'S LEAVING--

--WHICH MEANS I MAY GET A FULL NIGHT'S SLEEP FOR A CHANGE.
I WISH EVERYONE WERE LIKE *THAT* LITTLE MAN... QUIET, SCHOLARLY, NEVER BOTHERS ANYONE.

HOME SWEET HOME. WHY DO I GET A DISMAL FEELING EVERY TIME I ENTER THESE HOLLOW ROOMS?
SUDDENLY, I'M WHIPPED. I THINK I'LL FORGET ABOUT TELEVISION--

--AND JUST HIT THE *SACK*.
EIGHT HOURS IN THE LAND OF NOD AND I MAY RESEMBLE A HUMAN BEING AGAIN.

BUT THIS IS NOT TO BE, FOR PRECISELY TWO MINUTES LATER...
♪ MY PAPPY WAS A BUTCHER, MY MAMA COOKED THE MEAT.. ♪

♪ AHH WUZ THE FATHEAD THAT PLAYED OUT ONNA STREET ♪
NO NO NO NO NO NO
HE'S BACK--

S-SINGING WORSE THAN EVER.

I CANNOT STAND IT-- I KNEW

--DO YOU HEAR...?

...I ABSOLUTELY CANNOT STAND IT!

KRUMPT

SHUT UP!

OMIGOSH. I FORGOT MY OWN STRENGTH.

ER-- SORRY. I GUESS THE WALL WAS WEAKENED IN THE FIRE A COUPLE OF WEEKS AGO.

SO LISSEN, YOUNG FELLA.

--ACCIDENTS WILL HAPPEN.

WE HAVEN'T MET. MY NAME IS LONESOME PINCUS.

I'M PETER PARKER.

IT'S THE LITTLE GUY I THOUGHT WAS SO QUIET!

I DON'T KNOW WHETHER TO LAUGH OR CRY.

I THINK I'LL LAUGH.

AT DUFFY'S BAR, HOWEVER, NOBODY IS LAUGHING. ON THE CONTRARY...

YA PAWIN' MY CHICK AND THAT'S SOMETHIN' I DON'T ALLOW--

--NOT EVER!

CHOK

ALL OF A SUDDEN I AIN'T THIRSTY.

I JUST REMEMBERED A DENTIST APPOINTMENT.

ME, I'M JUST CHICKEN.

ON YER FEET, CHUMP. I'M GONNA TAKE A COUPLE SECONDS OUTTA MY LIFE TO *SMASH* YA.

YEAH--?

--TELL ME ABOUT IT!

YOU... YOU GUYS ARE FIGHTIN' OVER *ME?*

IT AIN'T EXACTLY GONNA BE A FIGHT... MORE LIKE A *SLAUGHTER!*

FER *OPENERS*, YOU CAN HAVE A FACE FULLA *SAND!*

I THOUGHT I RECOGNIZED YOU FROM THE PAPERS... YER THE *SANDMAN!*

WELL, I *AIN'T* IMPRESSED--

--AN' I GOT A TRICK OF MY *OWN!*

GUYS... YOU MAYBE BETTER *COOL* IT!

NO CHANCE. WHAT HE STARTED--

--I'M GONNA *FINISH!*

GUYS... STOP!

I... I JUST HAD AN *IDEA!*

SHE HASN'T HAD MANY IN HER LIFE ... AND NONE LIKE THIS!

AND AT DUFFY'S...

THIS AIN'T BUYING US ANYTHING!

YEAH... I'M WILLIN' TO CALL A TRUCE IF YOU ARE!

THAT'S THE SPIRIT, BOYS. BE NICE. BE FRIENDS.

C'MON. LET'S TAKE SOME AIR.

IF YOU SAY SO, DOLL.

OKAY BY ME.

YOU FELLAS GOT A LOT IN COMMON. FACT IS, YOU GOT PRACTICALLY *EVERYTHING* IN COMMON.

YOU'D MAKE A HECK OF A TEAM, IF YOU EVER DECIDE TO TEAM UP.

PUB

I DUNNO, I'M CHOOSY ABOUT PARTNERS.

ME, I'M A LONER

SAY, THE TELEVISIONS IN THAT WINDOW GIVE ME AN IDEA.

YOU GOT A COLOR SET, SADIE?

SALE

40% OFF

YOU KIDDIN'? I CAN'T EVEN AFFORD A *PHOTO ALBUM!*

SALE

WELL, I'M THE GUY CAN *FIX* THAT.

YR-EEE-SH

HERE Y'ARE. ONE DELUXE MODEL COLOR TEEVEE -- ON ME.

ONLY A NINETEEN-INCH SCREEN, I NOTICE.

G-GOLLY... THANKS.

HE'S MAKIN' ME LOOK LIKE A PIKER!

I'M SCARED, FREDDY. THE RADIO SAID THE WORST STORM IN *YEARS* IS COMING --

NOW, NOW, DORIS. YOUR NICE NEW MINK WILL KEEP YOU WARM AS TOAST.

YEAH... NICE NEW COAT...

GIMME, THAT, LADY. YOU LOOK LIKE A LITTLE BAD WEATHER'D DO YOU GOOD.

YOU AGREE, MISTER?

S-SURE.

FRE-DDD-IIEEE!

HERE Y'ARE, SADIE. SOMETHIN' TO KEEP THE RAIN OFFA YER DELICATE SKIN.

I ALWAYS *WANTED* A MINK.

MINKS ARE OKAY, IF YOU DON'T MIND WEARING DEAD WEASELS.

CHEEZE... YOU DUDES MAKE ME FEEL LIKE A *QUEEN*.

THAT'S WHAT YOU ARE--

--A HUNNERT PERCENT QUEEN.

TWO HUNDRED PER CENT.

THUS, LOVE AND RIVALRY BLOSSOM ON THE STREETS OF MANHATTAN--AND THE STAGE IS SET FOR THE UNLIKELIEST OF EVENTS...

MEANWHILE, AT A GREAT METROPOLITAN NEWSPAPER...

BUGLE

...SO THE SINGER TURNS OUT TO BE THE *LITTLE* GUY, JOSEPH PINCUS -- ALIAS *LONESOME PINKY.*

THAT'S NEW YORK FOR YOU, PARKER -- ALWAYS SOMETHING. I LIKE THIS STORY I'M WORKING ON --

-- WOULD YOU BELIEVE THAT *HYDROMAN* AND *SANDMAN* WERE DUKING IT OUT LAST NIGHT?

OUT

IN

YEAH? WHERE?

BAR ON THE WEST SIDE CALLED DUFFY'S.

HEY, YOU LOOK *UPSET.*

ANY OTHER INFORMATION?

JUST THAT A WOMAN WAS INVOLVED... SOME LOCAL FLOOZY --

THANKS. CATCH YOU LATER.

HYDROMAN AND SANDY... TWO OF THE HEAVIES WHO'D MOST LIKE TO SEE ME *SQUASHED.*

I'D BET THE RENT THEY'LL BE LOOKING FOR ME --

--AND WAITING ALWAYS *DID* MAKE ME NERVOUS. SO I'LL FIND THEM FIRST.

WIND'S *FIERCE*... HARD TO *WEB-SWING* PROPERLY --

FORTUNATELY, I DON'T HAVE FAR TO GO.

PUB

I'LL BET YOU DON'T GET MANY SPIDER-MEN IN HERE.

CHUM, YOU WOULDN'T *BE-LIEVE* WHAT I GET IN HERE.

YOU COME ABOUT THE FIGHT? WELL, ALL I CAN TELL YOU IS --

--THE TWO WEIRDOS LEFT WITH SADIE FRICKETT. SHE LIVES ABOVE THE GARAGE ON THE CORNER.

GOT YOU.

AIN'T YOU EVEN GONNA BUY ANYTHING?

NO, BUT I'LL RECOMMEND YOUR ESTABLISHMENT TO THE DINER'S CLUB.

PUB

SPIDEY FEELS THE STORM TUG AT HIM --

--A STORM THAT IS RATTLING THE WINDOW PANES OF A TINY APARTMENT LESS THAN A BLOCK AWAY... MATCHING THE FEROCITY OF THE *ARGUMENT* WITHIN...

I SAYS KEEP YER HANDS *OFFA* HER!

I SHOULDA CLEANED YOUR CLOCK BACK AT THE BAR.

YOU AN' WHAT ARMY?

FELLAS... BE *NICE!*

I TRIED BEING NICE, BUT THAT BOZO DOESN'T KNOW WHEN TO GO HOME.

WELL, I'M GONNA TEACH HIM.

YOU AIN'T GONNA DO ZIP--

--'CEPT BLOW IT OUT YER EAR.

YOU'RE OVERRATED, YA BUM.

IF YOU'RE SO TOUGH, LET'S SEE IF YOU CAN BREATHE WATER.

BY THE TIME I'M DONE, YOU'LL BE A SOGGY LUMP OF--

F-RAASSH

GENTLEMEN... GEN-TUL-MEN. SUCH CONDUCT IN FRONT OF A DELICATE FLOWER OF WOMANHOOD IS UNSEEMLY.

SPIDER-MAN!

AW, WHO TOLD ?

ALWAYS THE WISEACRE, HUH?

WE CAN SETTLE OUR HASSLE LATER. RIGHT NOW, I'M GONNA SETTLE *HIM.*

WITHOUT INVITING YOUR SPARRING MATE TO SHARE THE FUN?

YEAH. I'M GONNA PUNCH OUT YOUR LIGHTS--

NOT IF YOU CAN'T SEE, YOU WON'T

I'M NOT NEGLECTING MOIST OL' YOU, CHUCKLES. I'LL GIVE YOU THE NICE CARPET TO SPLASH IN.

MAYBE YOU'LL ACCIDENTALLY CLEAN IT OR SOMETHING.

MY SPIDER-SENSE IS BUZZING LIKE A POWER SAW. ONE OF THESE BADDIES MUST BE ABOUT TO ATTACK AGAIN--

--BUT WHICH ONE?

SANDY--?

TWASH

UNNGH

NO! THEN HYDRO--?! NO?

H-HARD TO... STAY ST-STANDING... KEEP BLANKING OUT... PROBABLY GOT A CONCUSSION...

I GOT TO GET AWAY... OR THESE GUYS'LL... KILL...

NICE GOIN', DOLL. LEMME FINISH WHAT YOU STARTED.

YOU'RE *MINE*, CHUMP--

--ALL MINE!

STUNNED, UNABLE TO REACT, SPIDER-MAN IS SWEPT OUT INTO A RAIN THAT HAS BECOME FIERCE--

--AND DOWNWARD TO...

GARBAGE CANS... JUST WHERE YOU BELONG, SPIDER-SCUM!

I AIN'T LETTIN' WET-BRAIN HAVE ALL THE FUN... 'SPECIALLY NOT WHEN SADIE'S WATCHING.

QUIT HORNIN' IN.

AW, GO SOAK A ROPE. YOU AIN'T MAN ENOUGH TO DO THE JOB.

THEIR ARGUING GAVE ME THE FEW SECONDS I *NEEDED*--

--TO REGAIN FULL *CONSCIOUSNESS*.

SHEESH. IT'S GUYS LIKE YOU WHO SEND THE AUTO INSURANCE RATES *SOARING*.

FRAMP

I'M NO MATCH FOR THEIR COMBINED BRAWN... PARTICULARLY NOT WITH A HEAD STILL RINGING!

I'LL HAVE TO TRY MY PATENTED *INSULT* ROUTINE.

OKAY, I GIVE--

--WHICH ONE OF YOU *DID* WIN THE STUPID CONTEST?

SPRONNG

THAT SLOWED 'EM... BUT IT DIDN'T STOP 'EM.

I'M BEGINNING TO THINK *NOTHING* WILL STOP 'EM. I SHOULD'VE LET THEM BEAT EACH OTHER TO JELLY.

YOU HEAR WHAT I HEAR, WET-BRAIN?

YEAH-- *SIRENS.*

FREEZE.

KEEP THOSE HANDS IN SIGHT!

YOU HEAR THAT?

HE WANTS TO SEE OUR MITTS.

URRK!

GLUB!

SO MUCH FOR THE COPS--

--NOW LET'S FIND THE WALL-CRAWLER,

AND BREAK HIM... INTO LITTLE PIECES.

YEAH--AN' TAKE THEM PIECES BACK TO SADIE.

MAYBE SHE CAN SPRINKLE 'EM ON HER BREAKFAST CEREAL.

MY OLD SCOUT LEADER WOULD *YELL* AT ME FOR ATTACKING FROM *AMBUSH*--

--BUT MY OLD SCOUT LEADER NEVER HAD TO TANGLE WITH *THIS* PAIR.

KRAZH

LOOKS LIKE MY CRATE BOMBARDMENT DID THE TRICK.

AFTER ALL THAT FRACAS, I *WIN*... IN TWO SECONDS. SOMETIMES MY OWN CLEVERNESS ABSOLUTELY *OVERWHELMS* ME--

UH OH

YOU DIDN'T FIGURE A FEW *BOXES* WOULD PUT A HURTIN' ON US! YOU REALLY THAT *DUMB*?

I'M AFRAID-- UNGH-- SO!

SANDY'S RELEASED MY LEG--

--*NOT* SO HE CAN APPLAUD MY SPUNK.

NOPE... SO HE CAN DO ME GRAVE BODILY HARM.

I MAY NOT BE BRIGHT, BUT I *AM* STILL FAST.

THEY SEEM TO HAVE *FORGOTTEN* THEIR RIVALRY. THEY'RE ACTING LIKE A TEAM--

-- WHICH IS BIG BAD NEWS FOR MY SIDE.

MY ONLY CHANCE IS TO GET 'EM MAD AT EACH OTHER AGAIN.

REMEMBER *SADIE*, FELLAS? SHE'S YOUR LADY FAIR... SITTING AT HOME, WONDERING WHO'S WILLING TO FIGHT FOR HER HONOR--

--SUCH AS IT IS.

YOU WANT TO SHUT HIM UP?

AIN'T A SINGLE THING I'D LIKE *BETTER*.

THE WAY THEY'RE CHARGING ...GIVES ME A SHOT AT ONE OF THE OLDEST -MOVES IN THE BOOK--

T-CHOOMP

--AND I'VE GOT THE SPEED TO PULL IT OFF!

AS ONE, THE ATTACKERS REEL, STUMBLE AND PITCH INTO THE CHURNING WATER...

IT WORKED. THEY WERE BLIND WITH RAGE... AND AT LAST THEY ENDED WHAT THEY BEGAN AT SADIE'S PLACE--

--THOUGH NOT INTENTIONALLY.

I'M TOO BEAT TO DIVE IN AFTER THEM... NOT THAT I COULD FIND THEM IN THIS STORM ANYWAY.

WIND MUST BE GUSTING TO SEVENTY MILES AN HOUR... RAIN IS LIKE A MILLION TINY NEEDLES...

GOT TO CALL THE COAST GUARD... HAVE THEM SEARCH FOR SANDMAN AND HYDRO...

JUST REST A MINUTE... REGAIN MY STRENGTH...

HUH--? SPIDER SENSE IS TINGLING... SOMETHING'S MOVING BEHIND ME...

...RISING FROM THE BAY--

IT IS SILENT, THIS GLISTENING, QUIVERING THING... YET SPIDER-MAN CANNOT DOUBT ITS FURY... ITS HATRED--

THUNDER AND LIGHTNING ASSAULT THE EARTH, BUT HE IS NOT AWARE OF THEM -- OR OF ANYTHING, EXCEPT A COLD, NUMBING DREAD...

NEXT ISSUE: THE TOTALLY UNEXPECTED...

50¢ 218 JULY 02457

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the AMAZING SPIDER-MAN®

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IN MANHATTAN STALKS A MONSTER!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

LESS THAN A MINUTE AGO, **HYDROMAN** AND THE DEADLY **SANDMAN** PLUNGED INTO THE STORM-CHURNED EAST RIVER. SPIDER-MAN HAS BARELY HAD TIME TO BREATHE A SIGH OF RELIEF WHEN SOMETHING EMERGES FROM THE FETID WATER...

...SOMETHING HUMAN IN FORM ONLY...SOMETHING THAT CHILLS SPIDER-MAN'S VERY THOUGHTS...

I HAVE AN IDEA OF WHAT THAT THING'S GOTTA BE... BUT I DON'T WANT TO *BELIEVE* IT!

I CAN'T BELIEVE IT--!

EYE OF THE BEHOLDER!

DENNY O'NEIL STORY / JOHN ROMITA, JR. PENCILS / MOONEY+MILGROM INKS / NOVAK, LETTERS BOB SHAREN, COLORS / ALLEN MILGROM & JIM SHOOTER EDITORS

HYDROMAN AND SANDY ARE MIXED UP INTO... THAT!
SOMEHOW, THEIR BODIES GOT COMBINED!
I CAN'T TELL HOW MUCH MIND IT'S GOT--
--IF ANY! IT'S JUST STANDING THERE... SWAYING!
MAYBE IT WON'T MOVE AT ALL--
--BUT I'M BETTING THAT PRETTY SOON IT'LL DECIDE TO CONTINUE POUNDING ME.
IF I GOTTA TAKE THE PUNISHMENT ANYWAY, I MIGHT AS WELL TURN A DOLLAR.
I'LL UNHOOK MY TRUSTY CAMERA--
--WEB IT INTO POSITION--
--AND HOPE I GET SOME PIX I CAN PEDDLE TO THE BUGLE.
UH-OH... HERE COMES MY VERY OWN GIANT, ECONOMY SIZE, PACK OF TROUBLE.
PROBABLY NOT TO ASK FOR MY AUTO-GRAPH.
MAYBE I CAN NAIL HIM BEFORE HE GETS ME... OR AT LEAST DISCOURAGE HIM.
I DON'T KNOW IF THIS IS QUITE FAIR--

--BUT I DOUBT THAT MY SPARRING MATE WILL EVEN NOTICE WHETHER OR NOT I PLAY BY THE RULES.

F-WRASSH

HI, UP THERE! I JUST BASHED YOU WITH A LARGE, HEAVY OBJECT! ANY COMMENT?

HE DIDN'T NOTICE.

HE SEEMS TO BE GROWING... AS THOUGH HE'S SOMEHOW FEEDING ON THE STORM.

IF HE GETS MUCH BIGGER, HE'LL BE *UNSTOPPABLE!*

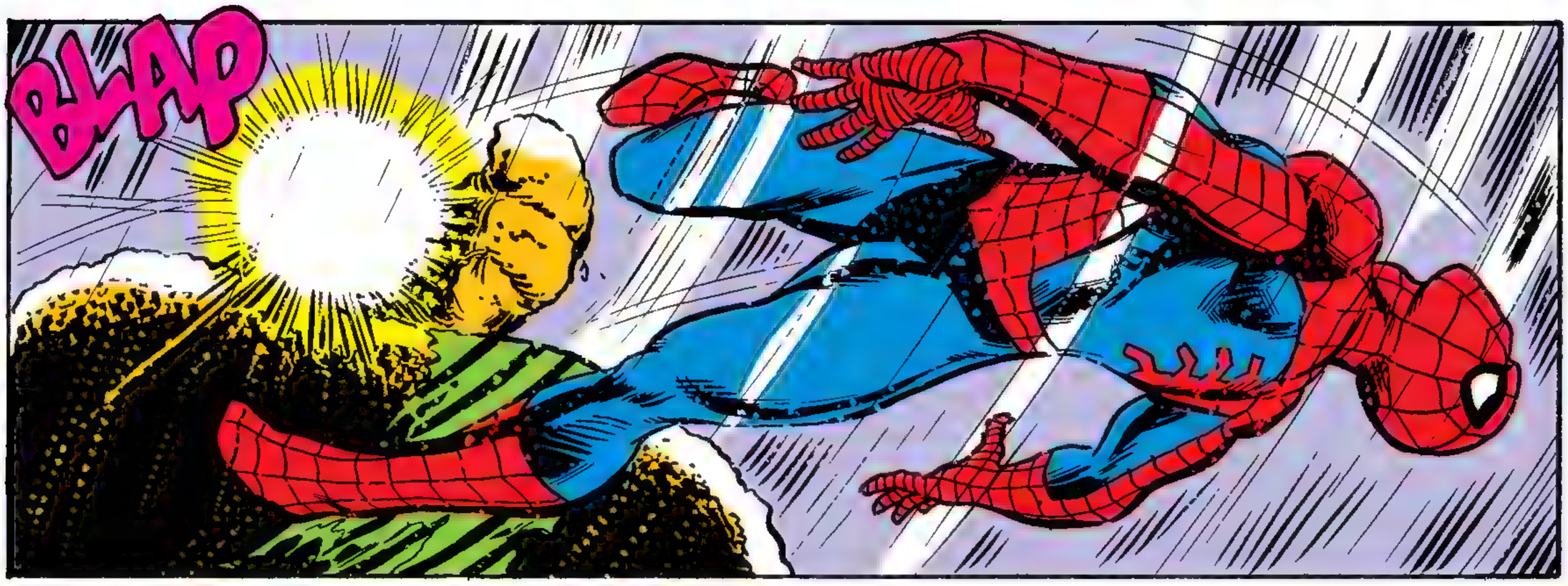
SO, NO MORE MR. NICE GUY--

--I'M GONNA GIVE THIS NEXT SHOT EVERY-THING I'VE GOT.

I ALMOST FEEL SORRY FOR THAT THING!

I ONLY HOPE THIS DOESN'T *KILL* HIM--

UH-OH.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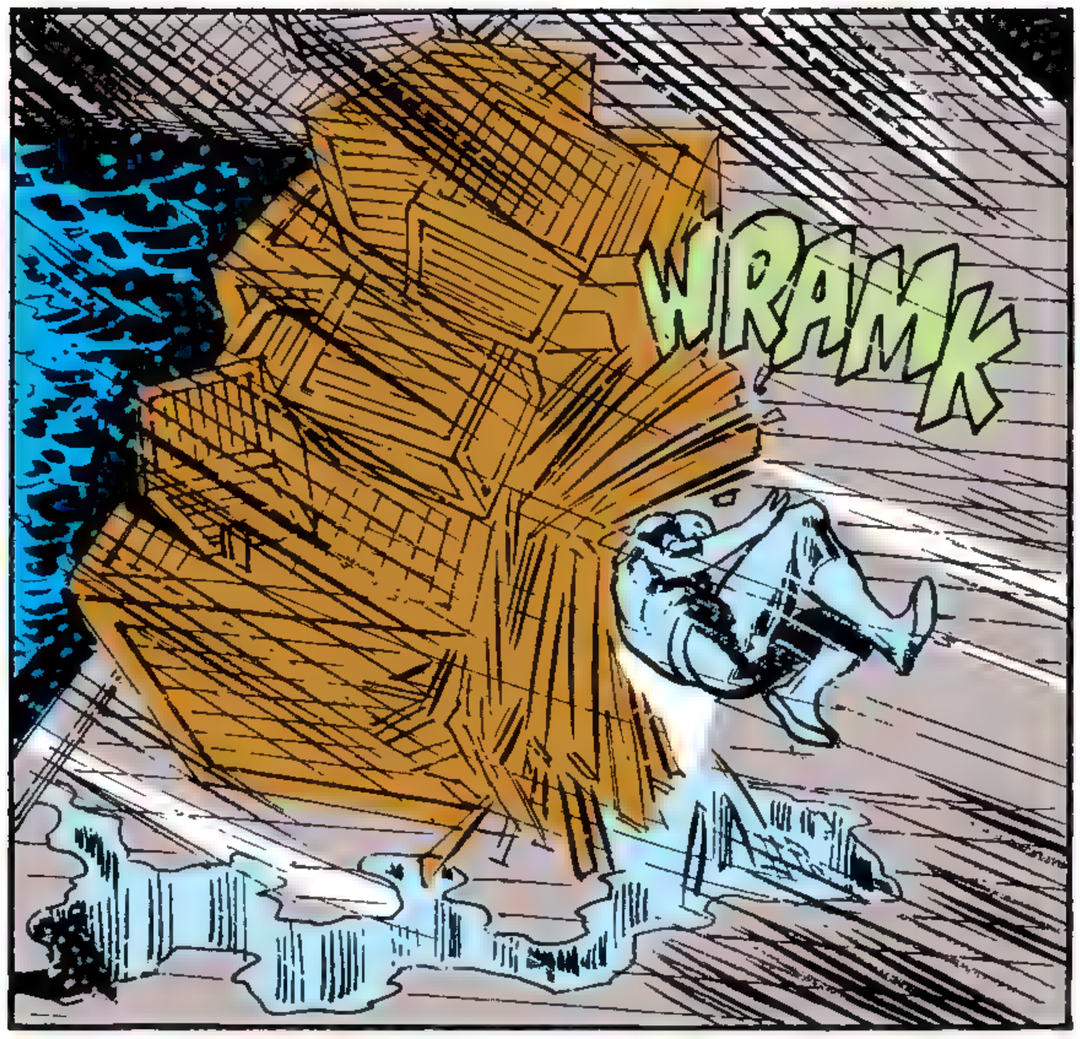
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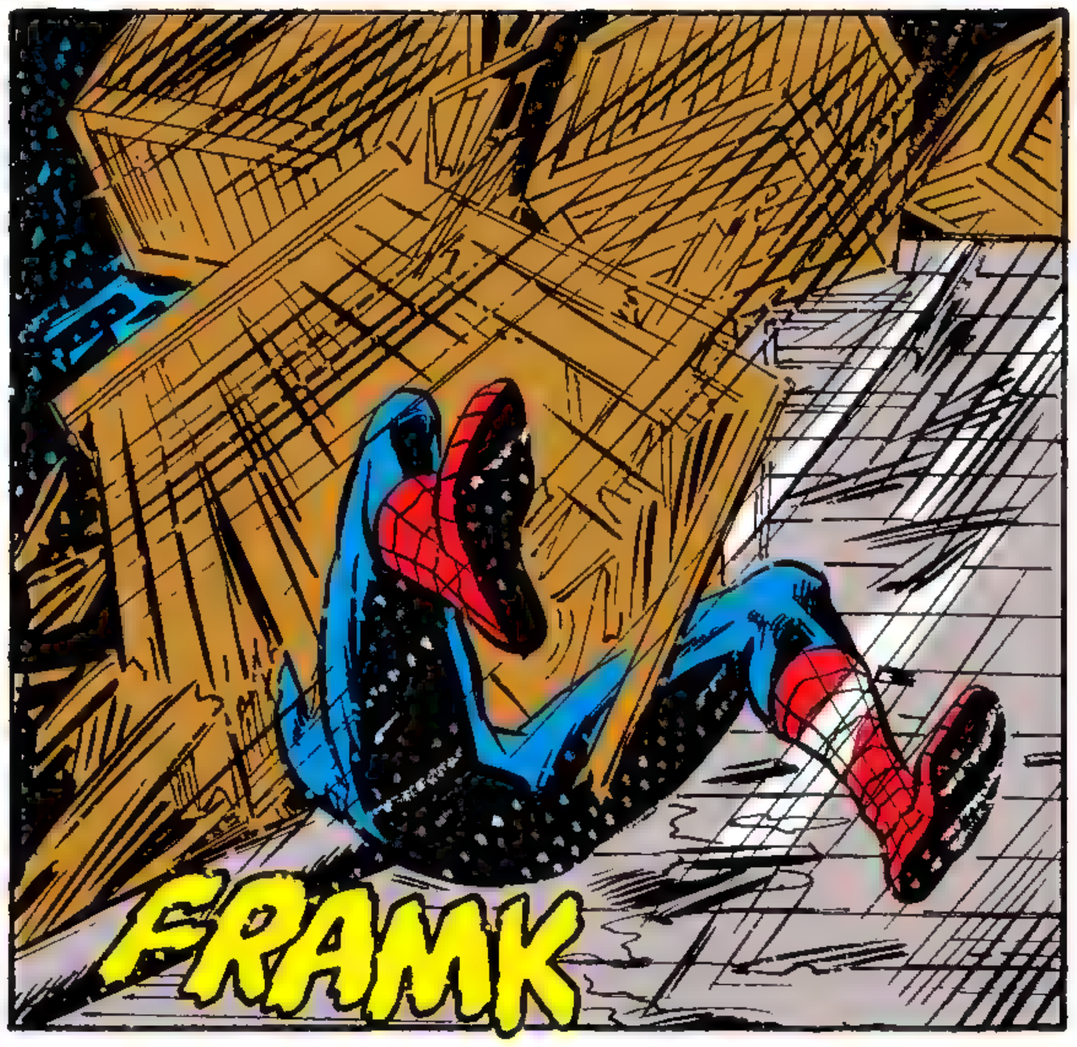
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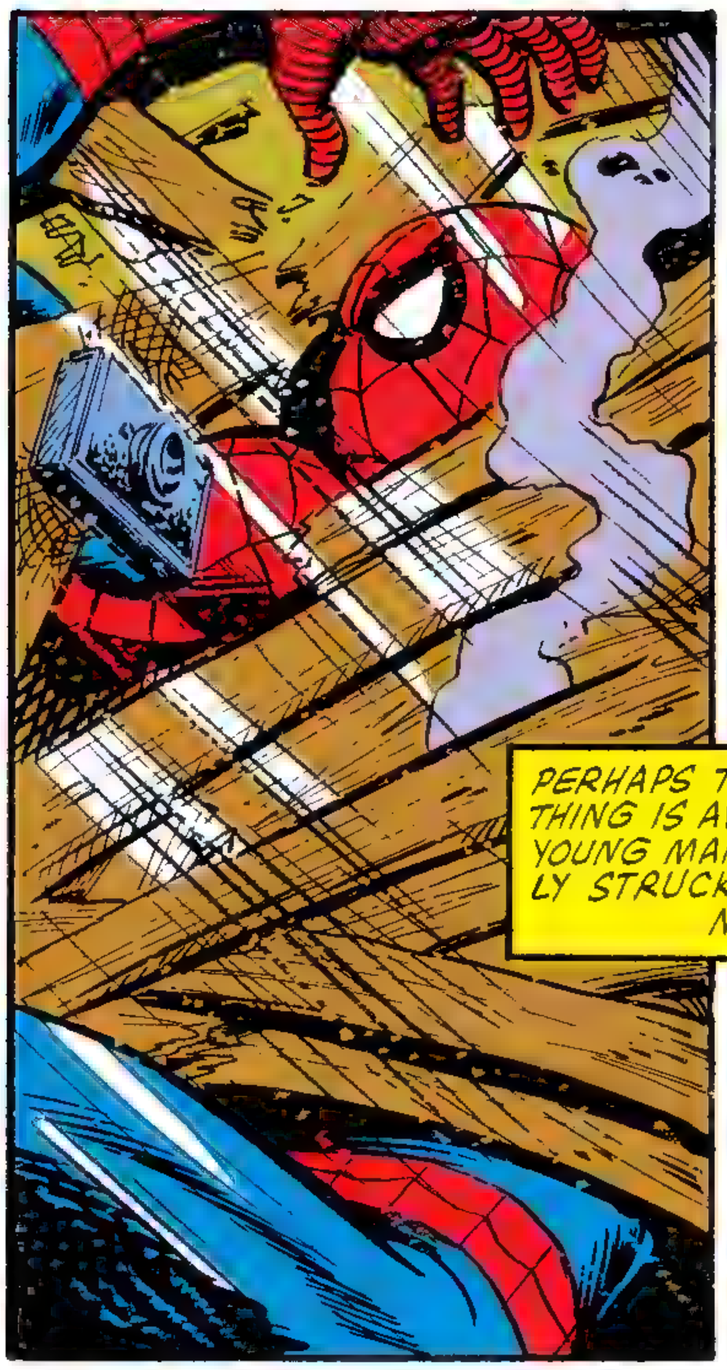
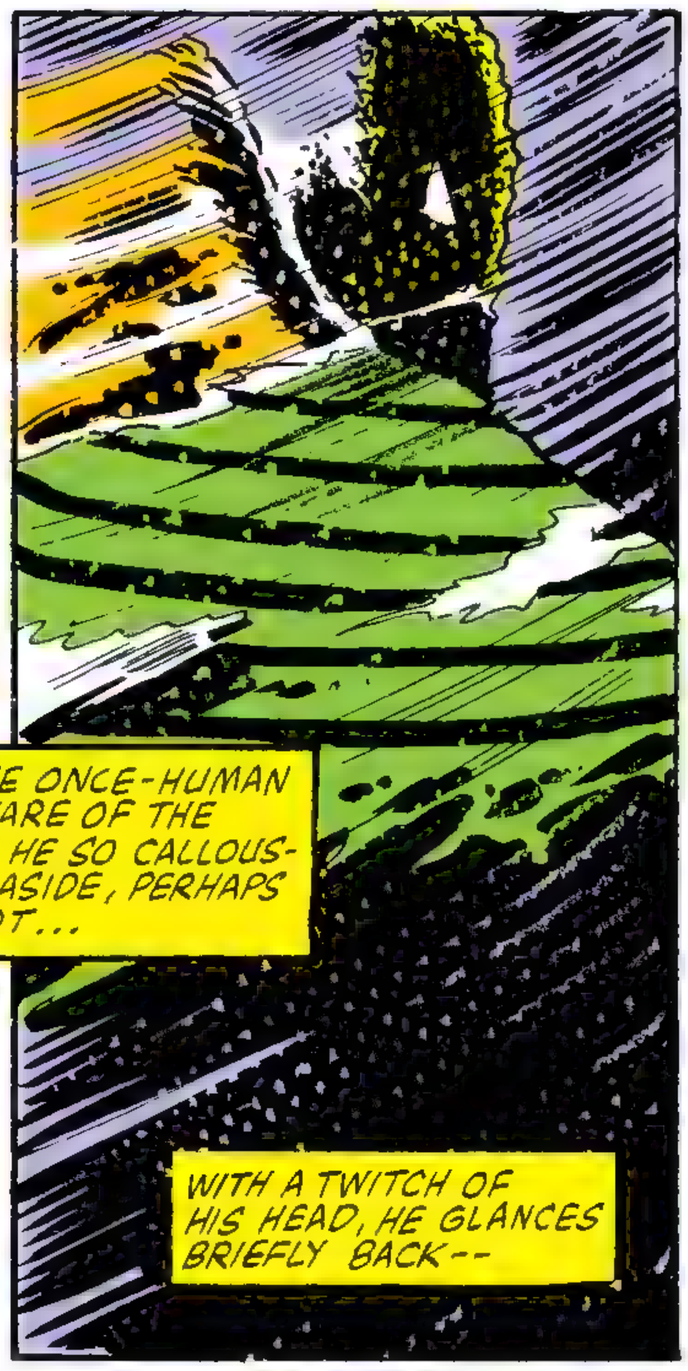
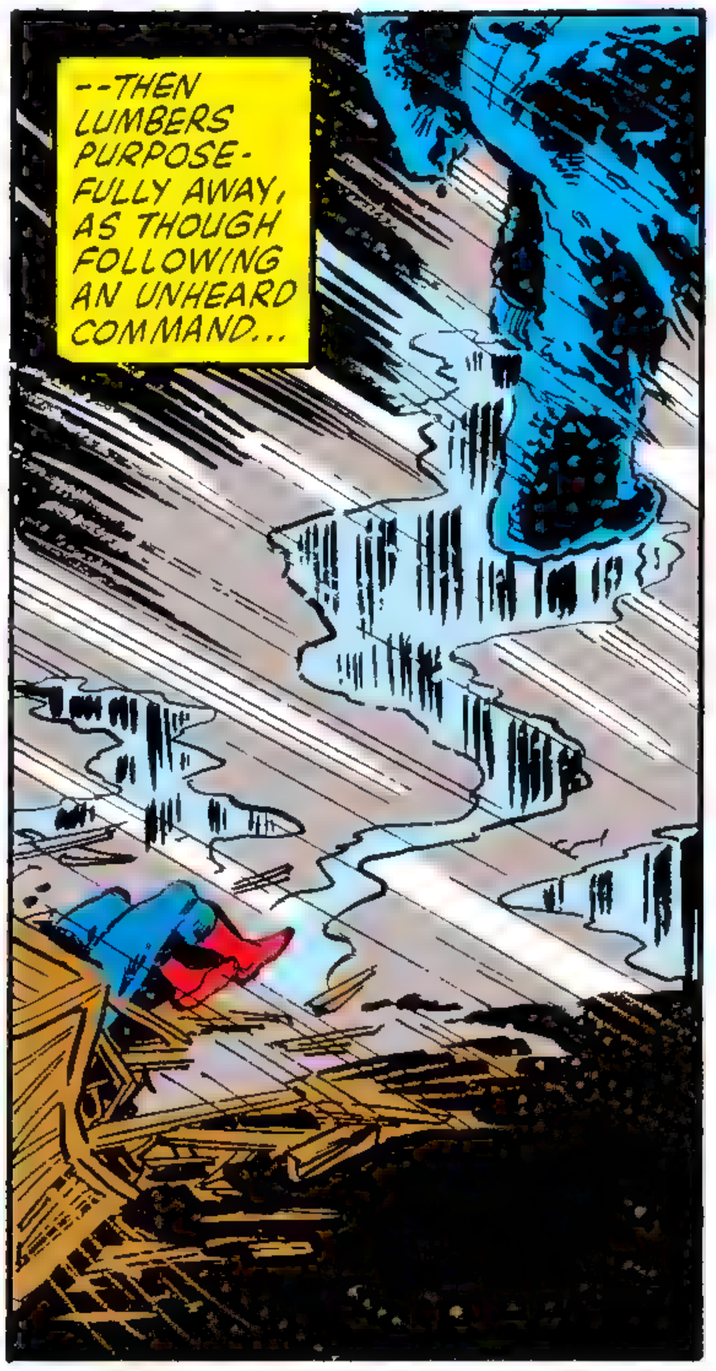



PERHAPS THE ONCE-HUMAN THING IS AWARE OF THE YOUNG MAN HE SO CALLOUSLY STRUCK ASIDE, PERHAPS NOT...
WITH A TWITCH OF HIS HEAD, HE GLANCES BRIEFLY BACK--


--THEN LUMBERS PURPOSEFULLY AWAY, AS THOUGH FOLLOWING AN UNHEARD COMMAND...

FORTY-FIVE SECONDS LATER, THE VICTIM BECOMES AWARE OF THE COLD, WET MASK CLINGING TO HIS FACE! HE STIRS, AND SWALLOWS COPPERY BLOOD...

FINALLY, HE GROANS, SOFTLY...

BOYOBOY, TALK ABOUT UNDERESTIMATING THE OPPOSITION--!

I FEEL LIKE A BAGGIE FULL OF CHEWED-UP TOOTHPICKS...

I'M LUCKY IF SOMETHING ISN'T PERMANENTLY BROKEN.

AT LEAST MY *CAMERA* SURVIVED INTACT.

'COURSE, THE PHOTOS I GOT PROBABLY WON'T EARN ENOUGH TO PAY MY MEDICAL BILLS--

--AND THEY *SURE* WON'T DO ANYTHING FOR MY REPUTATION.

HOW HUMILIATING--! CLOBBERED BY A GIANT MUD-PIE!

I GOTTA FIND A SAFER WAY TO GET MY KICKS. WONDER IF SCRABBLE IS AS MUCH FUN AS WEB-SWINGING.

MAYBE JONAH WILL KNOW...

...J. JONAH JAMESON, EDITOR OF THE DAILY BUGLE, THAT IS...

YOU CALL THESE *PICTURES*, PARKER?

...NOT THE NICEST MAN IN TOWN--

I CALL 'EM *TRASH*. YOU HAND ME A BUNCH OF SHOTS OF... *WHAT?* GLOBS OF *PLAY DOUGH*--

--AND YOU HAVE THE *NERVE* TO TELL ME A COCKAMAMIE STORY ABOUT A *MONSTER!*

LAME, PARKER --REAL LAME.

NEXT TIME YOU FAKE NEWS PIX, SELL 'EM TO THE COMPETITION!

YOU KNOW I'D *NEVER* FAKE--

JONAH--

--THE POLICE BAND'S JUMPING! SOMEBODY SPOTTED A *GIANT* DOWNTOWN--!

I'LL BET I KNOW EXACTLY *WHERE.*

PARKER, I'M NOT *DONE* WITH YOU--!

PUT A BAG ON IT, JAMESON. I'VE GOT A PLACE TO BE.

OR RATHER, SPIDEY HAS A PLACE TO BE!

I FEEL RESPONSIBLE FOR THE *CREATION* OF... OF WHATEVER SANDMAN AND HYDROMAN HAVE BECOME.

IF THAT CREATURE HURTS ANYONE, I'LL NEVER FORGIVE MYSELF.

BOTH OF ITS PARTS SEEMED TO BE INFATUATED WITH *SADIE FRICKETT* --WHICH PROVES THERE'S NO ACCOUNTING FOR TASTE--

"--AND SADIE'S PLACE IS WHERE I'LL FIND THE ACTION!"

O THE WEATHER OUTSIDE IS ROTTEN BUT INSIDE IT'S WARM AS COTTON

WAR... SHORTAGES... THIEVERY... CRIPES!

IF I WANT NEWS LIKE THIS, I DON'T NEED TO BUY NO NEWSPAPER. ALL I GOTTA DO IS WALK AROUND THE NEIGHBORHOOD.

I'M BORED. I GOTTA FIND SOMETHING TO DO FOR--

--KICKS!

KROOMP

G-GET OUTTA HERE... WHATEVER YOU ARE.

GO WAY.

SHOO!

LEMME LOOSE!

FUNNY... THE WAY IT'S LOOKIN' AT ME...

RELAX, LADY...

--YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN HAS ARRIVED IN THE GOOD OL' NICK OF TIME!

NO EXTRA CHARGE FOR THE CLICHÉS!

DON'T HIT 'IM. I GOT A FEELIN' HE AIN'T...

...AIN'T GONNA HURT ME!

OKAY!

BESIDES, PUNCHING IT WOULD ONLY GET MY FIST SOGGY.

MY HUNCH WAS RIGHT.

THE OVERGROWN MUDPIE *DOES* LOVE HER.

WEIRD!

LOOKS LIKE THE REST OF THE NEWS BOYS HAVE GOTTEN THE WORD... NOT TO MENTION THE LOCAL ***SWAT*** TEAM.

DON'T SHOOT, COPPERS--

--MY... MY FRIEND AIN'T GONNA CAUSE NO HARM...

AT LEAST, I DON'T THINK HE IS.

JUST STAY COOL AND EVERYTHING WILL BE SWELL.

SHEESH. I'D SAY IT'S A BEAUTY-AND-THE-BEAST NUMBER--

--EXCEPT THAT SADIE DOESN'T EXACTLY QUALIFY AS A BEAUTY!

OH, WELL... THEY SAY ITS IN THE EYE OF THE BEHOLDER.

LET JONAH ***TRY*** TO SAY I FAKED ***THESE*** PIX!

*A WEEK LATER, ATTORNEY **MATT MURDOCK** APPEARS IN A MANHATTAN COURTROOM ON BEHALF OF SADIE FRICKETT AND HER FRIEND...*

SO, YOUR HONOR, WE CONTEND THAT ALTHOUGH THE PERSONS KNOWN AS SANDMAN AND HYDROMAN WERE WANTED CRIMINALS--

--SINCE THEY HAVE MELDED TOGETHER, THEY CONSTITUTE A NEW INDIVIDUAL--

--AND THAT INDIVIDUAL IS INNOCENT OF ANY WRONG-DOING.

INTERESTING ARGUMENT, COUNSELLOR. I'LL TAKE IT UNDER ADVISEMENT.

MEANWHILE, I'LL RELEASE YOUR... CLIENT IN THE CUSTODY OF MS. FRICKETT.

I GUESS THAT'S IT FOR NOW, FOGGY.

YOU WERE BRILLIANT-- AS *ALWAYS*, MATTHEW.

THANKS A BUNCH, MR. MURDOCK. I'LL GET YOU YOUR FEE SOMEHOW--

FORGET IT, MISS FRICKETT. THE CASE IS INTERESTING ENOUGH TO BE ITS OWN PAYMENT.

MISS FRICKETT--

--MISS *SADIE FRICKETT*? ALLOW ME TO INTRODUCE MYSELF. I AM *TRAVIS RAVE*--REPRESENTATIVE OF THEATRICAL ARTISTS.

AN AGENT?

PRECISELY. I BELIEVE THERE MAY BE A FUTURE FOR YOU IN THE THEATER.

LIKE... *SHOW BIZ*?

NOTHING LESS, DEAR LADY. STARDOM IS *DEFINITELY* A POSSIBILITY.

I'M GLAD I CONVINCED JOLLY JAMESON TO SEND ME ON THIS ASSIGNMENT. IT WAS WORTH SITTING THROUGH A DULL COURT HEARING TO SEE *THIS*--

GEEZ.

--SADIE FRICKETT, HARDEST HEART IN LOWER MANHATTAN, ACTING LIKE A STAR-SMITTEN *SCHOOL-GIRL*.

IT RENEWS MY FAITH, BUT I JUST CAN'T DECIDE IN *WHAT*.

A WEEK PASSES -- DURING WHICH OUR HERO FINDS HIMSELF ENGAGED WITH THE LIKES OF JACK O'LANTERN AND THE MAN-KILLER... *

THEN, AT EMPIRE STATE UNIVERSITY...

WHAT'S HAPPENING, PETE? HOW'S THE OLD LOVE LIFE?

*SEE *SPEC. SPIDER-MAN* #56 AND *TEAM-UP* #107. -- AMIABLE AL.

CAN YOU IMAGINE THE BOTTOM OF AN EMPTY WELL AT MIDNIGHT... ON THE QUIETEST NIGHT OF THE YEAR?

WELL, MY LOVE LIFE ISN'T QUITE THAT EXCITING!

FOR A WHILE, I THOUGHT YOU HAD SOMETHING GOING WITH DEB WHITMAN.

AND SPEAKING OF OL' DEB--

THERE SHE IS!

HI, DEBBIE.

OH, HELLO, PETER. NICE TO SEE YOU AGAIN.

IT HAS BEEN A WHILE.

I...I'VE BEEN VERY BUSY LATELY. I DIDN'T THINK YOU'D NOTICE.

I WAS WONDERING IF YOU'D LET ME BUY YOU A CUP OF COFFEE--

I'D LIKE THAT, BUT--

DEBSO, DEARIE--

--IT'S **ME**, THE OL' BIFFER.

BIFF RIFKIN, AT YOUR SERVICE.

BIFF! I...I DIDN'T EXPECT YOU TO PICK ME UP SO EARLY!

I JUST CAN'T KEEP AWAY, DOLLGIRL! I JUST MANAGED TO SCORE TICKETS TO **EVITA**, BUT I WANTED TO CONSULT WITH YOU ABOUT DINNER RESERVATIONS. SHALL WE TODDLE ALONG?

DOES THAT PREPPIE REJECT SET YOUR TEETH ON EDGE THE WAY HE SETS MINE?

HE IS A BIT MUCH, BUT HE REALLY DOES SEEM TO CARE FOR DEBBIE! WHAT'S THE MATTER, BUDDY?

FEELING A TINGE OF **JEALOUSY**?

I HONESTLY DON'T KNOW.

AND IT DOESN'T MAKE A DARN BIT OF DIFFERENCE. CATCH YOU LATER, STEVE.

SUDDENLY, I'M SORE AS A BOIL. I NEED TO CLEAR MY HEAD--

--AND FOR THAT, THERE'S NOTHING BETTER THAN A BIT OF WEB-SWINGING.

THE TROUBLE IS -- I DON'T EVEN KNOW HOW I FEEL ABOUT DEBBIE! I WAS A REAL HEEL, AND IGNORED HER FOR MONTHS, BUT NOW--

SHEESH! I'M GONNA BURST IF I DON'T LET OFF SOME STEAM!

TIMES SQUARE IS USUALLY A GOOD PLACE FOR ACTION -- OR AT LEAST SOME PRIME, NEW-YORK TYPE ***WEIRDNESSES.***

NO LEFT TURN

NO LEFT TURN

HUH -- ? THE NEWS SIGN -- ! IT'S ABOUT SADIE FRICKETT AND HER MONSTER!

I CAN'T BELIEVE IT! SADIE ***DID*** BREAK IN-TO SHOW BUSINESS AFTER ALL!

HER SHOW OPENS TONIGHT!

I GUESS I REALLY SHOULD BE THERE!

MAYBE 'CAUSE I'M SORT OF THE "MONSTER'S" GODFATHER.

I GOTTA TALK JONAH INTO LETTING ME COVER THE SHOW FOR HIS NEWSPAPER.

NEXT STOP--

"--THE BUGLE BUILDING."

WHATEVER YOU WANT, PARKER. THE ANSWER IS NO!

YOU MEAN YOU WON'T LET ME GO TO THE WINTER GARDEN--

--AND PHOTOGRAPH THE LUMP OF PLAY DOUGH AND HIS UGLY LADY FRIEND?

YEAH, PARKER, YOU CAN DO THE JOB--PROVIDED THAT YOU DON'T EXPECT ME TO USE YOUR PICTURES--

--AND PROVIDED YOU ARE OUT OF MY SIGHT IN TEN SECONDS. I PUBLISH A HIGHCLASS NEWSPAPER --NOT A SECOND-RATE MONSTER MAGAZINE.

I'M COUNTING, PARKER!

YOU OUGHTTA WATCH THAT SWEETNESS-AND-LIGHT ROUTINE, JONAH. SOMEBODY MIGHT MISTAKE YOU FOR MARIE OSMOND.

NOTHING IN THE WORLD COMBINES GLAMOR AND SOPHISTICATION LIKE A MAJOR BROADWAY OPENING...

THIS ONE PROMISES SOMETHING MORE-- SOMETHING UNUSUAL AND PERHAPS A BIT DANGEROUS.

SO THERE IS A CERTAIN TENSION IN THE GLITTERING FIRST-NIGHTERS...

THE BEAUTIFUL PEOPLE ARE OUT IN FORCE...

YA SURE THIS AIN'T NO PHONUS BALONUS?

ISN'T NO PHONUS BALONUS, PRECIOUS.

BEAUTIFUL? WELL...

THAT THE MASTER OF CEREMONIES?

YEAH, HE'S THAT AGENT GUY-- TRAVIS RAVE.

LADIES AND GENTLEMEN, FOR YOUR EDIFICATION AND ASTONISHMENT--

--PRESENTING SADIE FRICKETT AND THE UNBELIEVABLE MUD-THING!

THE AWED MURMUR IS COLORED WITH FEAR...

I DIDN'T EXPECT HIM TO BE SO... HUGE.

...WHILE IN THE WINGS, STAGEHANDS FEED THE CREATURE WATER AND SAND...

THE MORE WE DUMP ON 'IM, THE BIGGER HE GETS!

SOON, BACK-STAGE...

LOOKS LIKE SADIE'S CRASHED THE BIG TIME. THOSE FOLKS OUT FRONT ARE CLAPPING THEIR HANDS RAW.

WONDER IF HER MONSTER IS AWARE OF THE APPLAUSE?

HE CERTAINLY HAS *GROWN*... HE'S NEARLY *DOUBLE* THE SIZE HE WAS WHEN I FIRST FOUGHT HIM AT THE RIVER.

I ONLY HOPE HE STAYS *PEACEFUL!*

SOMETHING AWFULLY *FAMILIAR* ABOUT THIS WHOLE TRIP--

TRAVIS!

YOU WERE A *SENSATION*, SADIE MY DUMPLING--

YER PRETTY SWELL YERSELF--

MMPF

...AWFULLY, AWFULLY FAMILIAR...

I'M A *STAR* --AN' I OWE IT ALL TO YOU!

THEN, WATCHING SADIE AND RAVE, THE CREATURE STIRS, TENSES--

--AND EMITS A LOW, ALMOST INAUDIBLE RUMBLE AS ITS EYES NARROW AND BURN...

FOR AN INSTANT IT IS MOTIONLESS, GATHERING STRENGTH AND JEALOUSY...

...GATHERING RAGE!

THEN SUDDENLY, IT LURCHES FORWARD--

--ITS METAL RESTRAINTS PARTING LIKE WET TISSUE PAPER--

--AND ITS FULL FURY ABRUPTLY **UNLEASHED!**

R-RUN!

THE THING... IS **JEALOUS** OF RAVE.

IT FIGURES. BOTH SANDMAN AND HYDRO-MAN HAD A THING FOR SADIE.

WHAT SHOULD WE **DO?**

YER ASKIN' **ME?**

IN THE AUDIENCE, THE MURMURS TURN TO **SHRIEKS--**

--AND DOZENS OF THEATERGOERS ABANDON DIGNITY TO **PANIC!**

SHEESH! IF IT WHIPPED ME **BEFORE**, IT'LL **SHRED** ME NOW!

BUT I GOTTA DO SOMETHING!

I JUST CAN'T LET THESE INNOCENT PEOPLE GET SLAUGHTERED!

WHOA! I DON'T THINK THIS IS WHAT PEOPLE MEAN WHEN THEY SAY AN ACT IS "BRINGING DOWN THE HOUSE."

THE MUD-THING SEEMS TO HAVE FORGOTTEN THE **REASON** FOR ITS ANGER. IT'S JUST **MAD**--AND **NASTY.**

IN A WAY, IT REMINDS ME OF THE RAMPAGING HULK! I DON'T THINK IT INTENDS ANYONE HARM, BUT IT'S TOO DANGEROUS TO RUN WILD!

I CAN'T SWEET-TALK IT--AND I'M SURE AS HECK NOT GONNA RUN A DIRECT ATTACK!

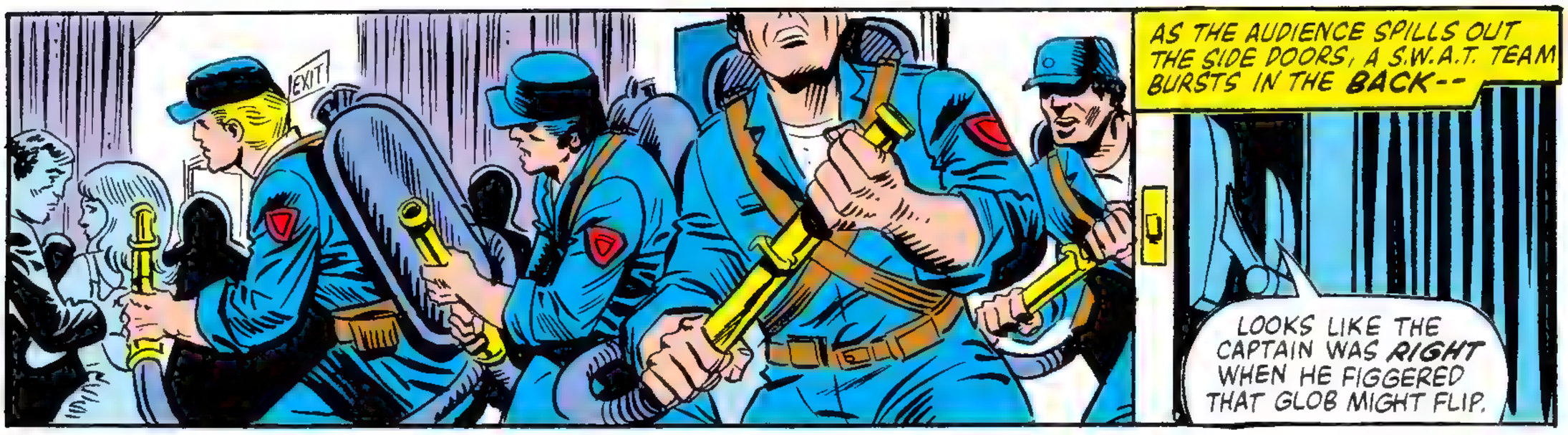
SNAP

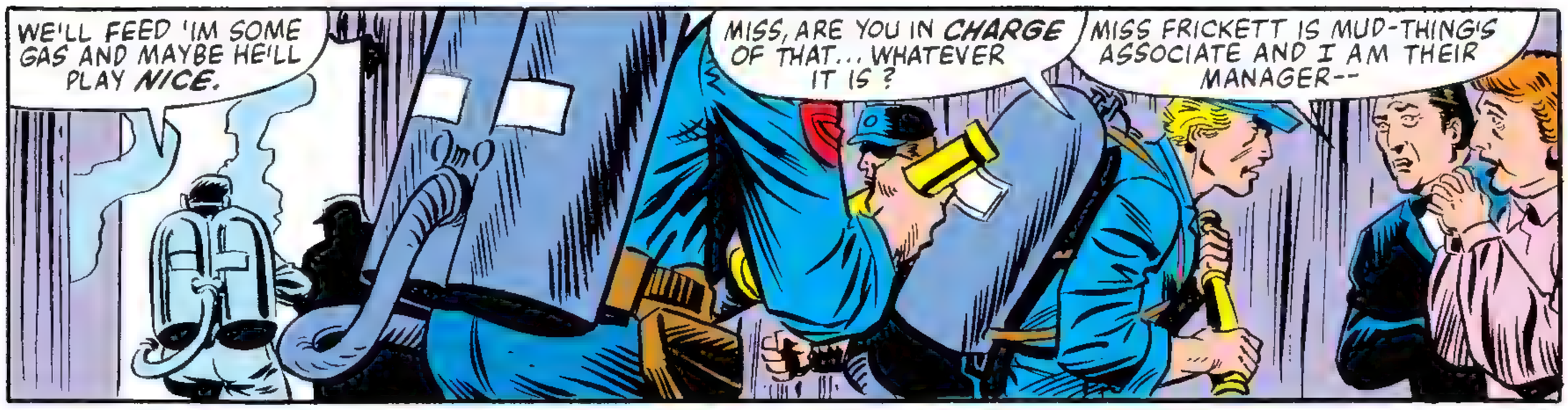
IT'D SHOVE MY WEBBING UP MY NOSE --OR WORSE!

I NEED A LITTLE HELP--IN THE FORM OF A FRIENDLY NEIGHBORHOOD *FIRE CURTAIN*--

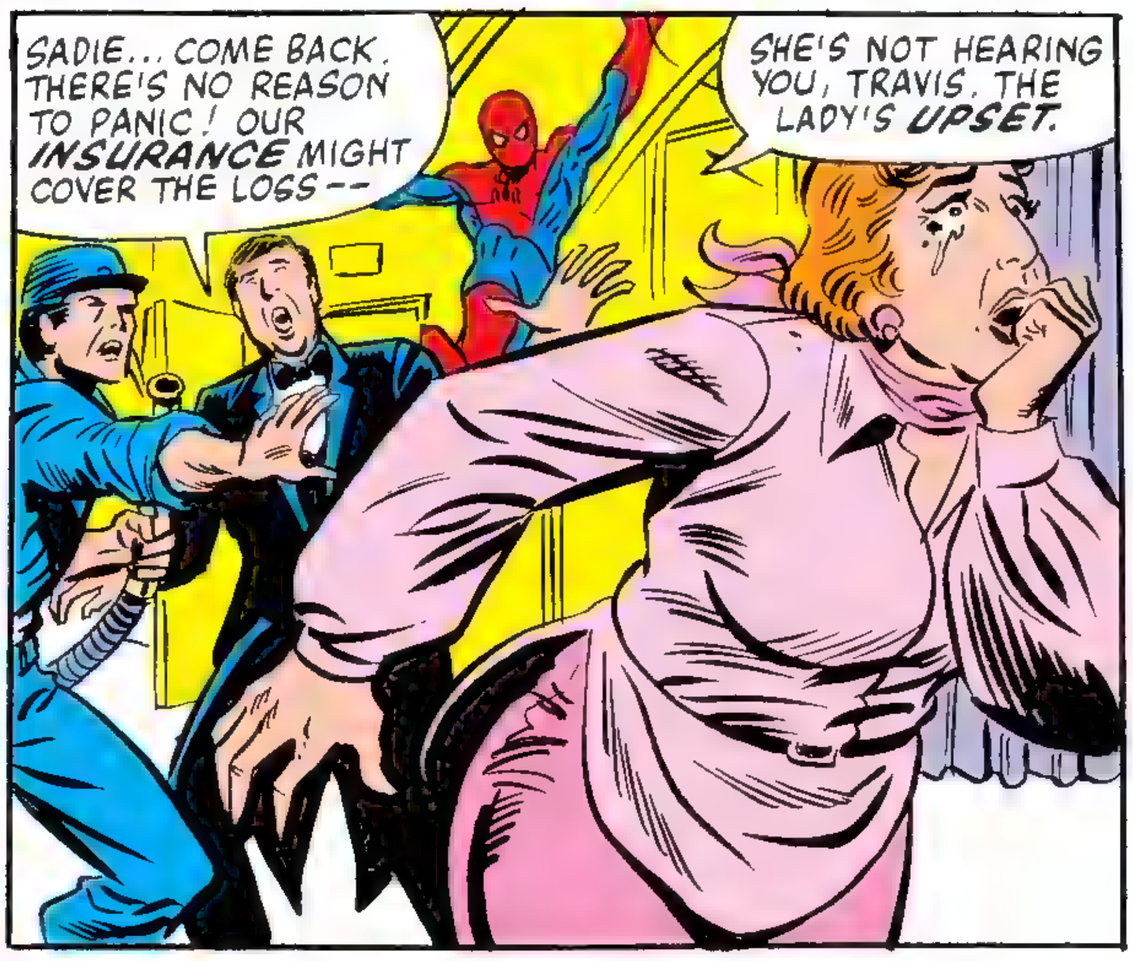
AT LEAST THIS'LL SLOW IT DOWN--

"--AND GIVE THOSE FOLKS IN THE AUDIENCE A CHANCE TO **ESCAPE!**"

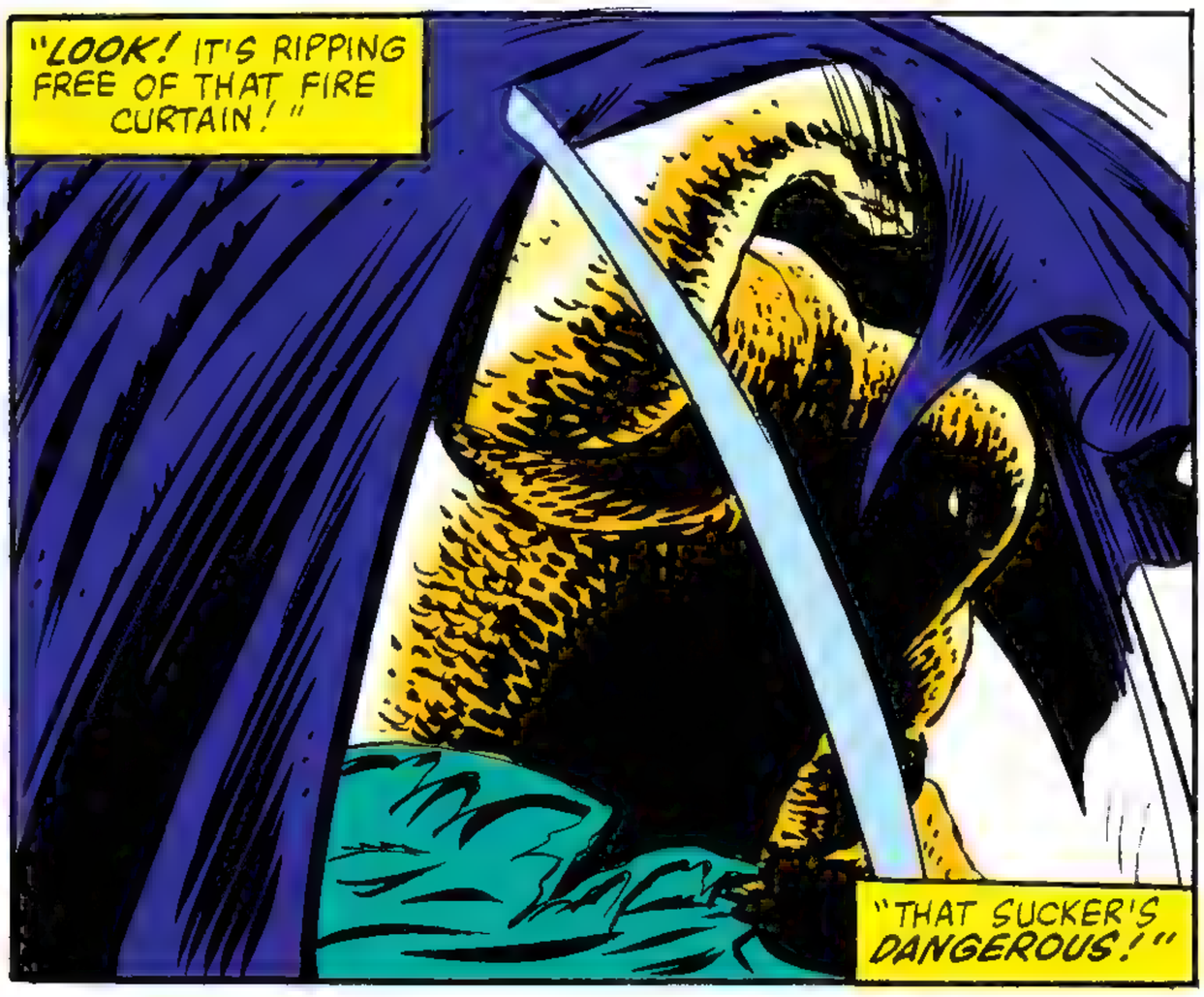

EXIT
AS THE AUDIENCE SPILLS OUT THE SIDE DOORS, A S.W.A.T. TEAM BURSTS IN THE BACK--
LOOKS LIKE THE CAPTAIN WAS RIGHT WHEN HE FIGGERED THAT GLOB MIGHT FLIP.


WE'LL FEED 'IM SOME GAS AND MAYBE HE'LL PLAY NICE.
MISS, ARE YOU IN CHARGE OF THAT... WHATEVER IT IS ?
MISS FRICKETT IS MUD-THING'S ASSOCIATE AND I AM THEIR MANAGER--

WELL, WE'RE GOING TO HAVE TO DESTROY YOUR STAR, BEFORE IT DESTROYS THIS CITY!
YOU OVERZEALOUS FOOLS! I'LL HAVE TO REFUND THOUSANDS OF DOLLARS IN ADVANCE TICKET SALES! OUTRAGEOUS!


SADIE... COME BACK. THERE'S NO REASON TO PANIC! OUR INSURANCE MIGHT COVER THE LOSS--
SHE'S NOT HEARING YOU, TRAVIS. THE LADY'S UPSET.

YOU GUYS REALLY GONNA ZAP THAT RUNAWAY MUDPIE?
WE AIN'T INVITIN' IT TO THE POLICEMEN'S BALL, PALLY--


"LOOK! IT'S RIPPING FREE OF THAT FIRE CURTAIN!"
"THAT SUCKER'S DANGEROUS!"

DANGEROUS? TO ANY-ONE EXCEPT, PERHAPS, SADIE FRICKETT...

LISSEN, SWEETIE, YA GOTTA SCRAM OUTTA HERE.

IT TWITCHES IN RECOG-NITION OF SADIE'S VOICE, TURNS, AND WITH INFINITE GENTLENESS--

--LIFTS HER, AS...

SADIE... TRY TO WRIGGLE LOOSE--!

I DON'T *WANNA* GET LOOSE.

HIT IT, GUYS!

IT SENSES THAT THIS GAS, DEVELOPED IN VIET NAM, COULD DRY ITS TISSUES, AND WITHER IT TO NOTHINGNESS--

CH-DOHM!

--SO IT SEEKS *FREEDOM*...

THE THING'S CLIMBING THAT BUILDING!

SOMEBODY TELL THE COPS--

--MY FRIEND AIN'T GONNA HURT NOBODY.

NO! THE COPS OUGHTTA BACK OFF--

BUT SADIE'S WORDS ARE LOST IN THE WHISTLE OF THE WIND AS SHE IS BORNE HIGH ABOVE THE PAVEMENT...

...SCRAMBLE THE CHOPPERS. WE'LL BLAST THAT THING OUTTA THE AIR!

IF THEY ACTUALLY MANAGE TO KILL THE CREATURE WHILE ITS HOLDING SADIE--

--SHE'LL FALL A HUNDRED STORIES... TO HER DEATH!

THAT'S A FATE SHE DOESN'T DESERVE!

EVERYONE IS TOO EXCITED TO *REALIZE* THE DANGER SHE'S IN --EXCEPT ME.

EXACTLY 90 SECONDS LATER, GRIM SHAPES APPEAR OVERHEAD...

NYPD

NYPD

GO AWAY--

--LEAVE US *ALONE.* WE AIN'T DOIN' NO HARM!

ONCE AGAIN, SADIE'S PLEA GOES UNHEARD...

NOW!

DEADLY FUMES BLANKET THE MONSTER AND ITS TREMBLING BURDEN--

THEY HAVE NO EFFECT ON HUMAN BEINGS--

--BUT THEY CAUSE THE MUD-MONSTER TO SWAY.

THEN, THE MOISTURE BINDING THE CREATURE'S TISSUES TOGETHER IS SUCKED INTO THE NIGHT BY THE GAS, AND THOSE TISSUES CRUMBLE AND PART--

THE FRAGMENTS HURTLE DOWNWARD, ALONG WITH A WOMAN TOO FRIGHTENED TO SCREAM...

I'VE GOT ONE CHANCE TO SNAG HER--AND SINCE I'M THE BEST WEB-SPINNER ON MY BLOCK--

--I WON'T MISS!

FEAR HAS OVERCOME SADIE, AND SHE DOES NOT FEEL THE WEBBING ADHERE TO HER CLOTHING... DOES NOT REALIZE SHE HAS BEEN SPARED--

--DOES NOT SEE THE REMAINS OF THE STRANGE, DOOMED THING STRIKE THE STREET. A THING WHICH TRULY LOVED HER, TRULY CARED...

THE CROWD SCATTERS.

NO ONE IS HURT. NO ONE HUMAN.

BUT WHEN SADIE FRICKETT REGAINS CONSCIOUSNESS, SHE UNDERSTANDS WHAT HAS HAPPENED, AND SHE WEEPS...

EASY, GIRL. YOU'RE OKAY NOW.

NO, I AIN'T. I AIN'T NEVER GONNA BE OKAY AGAIN.

HE... LOVED ME! HE REALLY DID!

GET THIS JUNK SWEPT UP. THE SCIENCE BOYS WANT A LOOK AT IT.

NYPD

WE'RE SECURED. NO PROBLEMS.

CAN YOU WALK?

'COURSE I CAN. LEMME GO--

--I GOTTA CLAIM THE BODY... MAKE FUNERAL ARRANGE-MENTS.

WHADDAYA DOIN', YA BUMS? YER SWEEPING HIM UP, BUT WHERE ARE YA PUTTING HIM?

TRASH BARRELS--?

NO!

NO NEED FOR TEARS, MY PET!

APPLE POLISH

I'VE BEEN ON THE PHONE.

OUR INSURANCE WILL, INDEED, COVER OUR LOSSES.

INSURANCE? WHAT ARE YOU TALKING ABOUT? MY BABY'S ... DEAD!

I KNOW NOW WHAT'S BEEN BUGGING ME ABOUT THIS WHOLE FREAKING FIASCO-- WHY THIS ALL SEEMS SO BLASTED FAMILIAR!

IT'S LIKE THE MOVIE *KING KONG*--

YOUNG MAN! DON'T YOU *DARE* SPEAK OF FILMS -- NOT UNTIL I'VE MADE A *DEAL*.

I'VE ALREADY SPOKEN TO A CONTACT IN HOLLYWOOD AND A SCREEN VERSION OF SADIE'S STORY IS A DISTINCT POSSIBILITY -- BUT I WANT A SIGNED CONTRACT BEFORE YOU OR ANYONE ELSE BLATHERS ABOUT IT.

I FORESEE YET ANOTHER *HANDSOME PROFIT* FOR US, MY SWEET!

YA TALKIN' *MONEY*--?

I AIN'T INTERESTED, TRAVIS! *I AIN'T!* THAT... THING LOVED ME! REALLY CARED ABOUT *ME!* BUT IT'S DEAD... AND THAT'S MY FAULT!

I'M GONNA GO LOSE MYSELF SOMEWHERE. I GOTTA BE ALONE... TO DO SOME HEAVY THINKING!

YOU'RE BEING *FOOLISH*, WOMAN.

BETTER QUIT WHILE YOU CAN, MISTER! KEEP YAPPING AND YOU MIGHT GET HIT IN THE MOUTH.

HOW DID *KING KONG* END? THE GUY SAID SOMETHING LIKE, "IT WAS BEAUTY KILLED THE BEAST!"

WHAT HE FORGOT TO MENTION WAS THAT BEAUTY DIDN'T DO TOO WELL, EITHER.

END.

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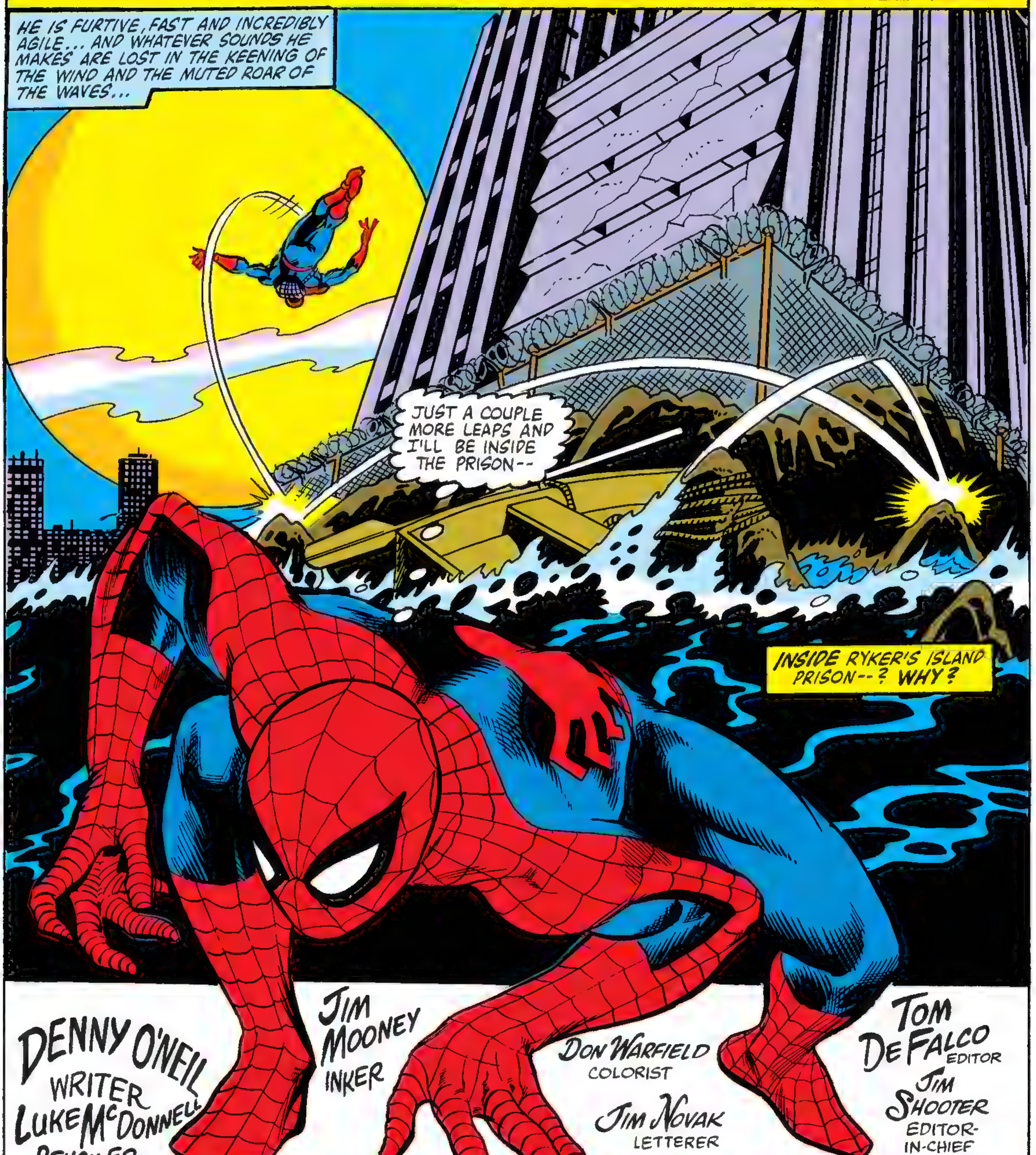
the AMAZING SPIDER-MAN®

TM

PETER PARKER-- CRIMINAL!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®


HE IS FURTIVE, FAST AND INCREDIBLY AGILE... AND WHATEVER SOUNDS HE MAKES ARE LOST IN THE KEENING OF THE WIND AND THE MUTED ROAR OF THE WAVES...
JUST A COUPLE MORE LEAPS AND I'LL BE INSIDE THE PRISON--
INSIDE RYKER'S ISLAND PRISON--? WHY?

DENNY O'NEIL
WRITER

LUKE McDONNELL
PENCILER

JIM MOONEY
INKER

DON WARFIELD
COLORIST

JIM NOVAK
LETTERER

TOM DEFALCO
EDITOR

JIM SHOOTER
EDITOR-IN-CHIEF

PETER PARKER--CRIMINAL!

SHOULDN'T BE ANY HASSLE GETTING *IN*... CONSIDERING THE NUMBER OF BADDIES WHO'VE GOTTEN *OUT* IN THE LAST YEAR.

PLACE IS MORE LIKE A *REVOLVING DOOR* THAN A JAIL.

AND THE WORST PART IS, NOBODY SEEMS TO CARE--

-- EXCEPT YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN.*

THE REASON IT BOTHERS ME IS THAT A LOT OF THOSE ANTI-SOCIAL TYPES ARE MY *ENEMIES.*

I HATE TO SEE BLOOD SHED... ESPECIALLY *MINE.*

THE ONLY THING I CAN THINK OF TO DO IS *FORCE* THE POWERS-THAT-BE TO PAY ATTENTION TO THE LOUSY SECURITY HERE--

--GIVE 'EM EVIDENCE THEY CAN'T IGNORE.

FOR THAT, NOTHING BEATS A GOOD, OLD-FASHIONED *NEWSPAPER EXPOSE.*

THE CITY'S EDITORS AREN'T EXACTLY CLAMORING FOR *SPIDER-MAN'S* OPINION ON THE MATTER--

-- BUT *PETER PARKER'S* GOT A BIT MORE CREDIBILITY.

THEY'D LAUGH IN MY FACE AS *SPIDER-MAN*, BUT AS AN ACE PHOTOGRAPHER FOR JONAH JAMESON'S *DAILY BUGLE*, I MIGHT GET THEM TO *LISTEN* -- PARTICULARLY WHEN I HAND OUT THE PHOTOS I'M GONNA SHOOT.

I'D BETTER WEB UP MY COSTUME AND STASH IT--!

IF ANYTHING GOES WRONG AND I'M CAUGHT, PETER PARKER WILL GET OFF WITH A SLAP ON THE WRIST.

IF THEY NAILED SPIDEY, THEY'D THROW THE KEY AWAY.

AND MELT DOWN THE LOCK.

BE FUNNY IF PLAIN OL' PETE SUCCEEDS WHERE THE AMAZING WEB-HEAD *FAILED*.

BESIDES, I MIGHT WIN A *PULITZER PRIZE*... OR AT LEAST EARN ENOUGH TO TAKE AUNT MAY OUT TO DINNER.

LOOKS LIKE THE EASIEST WAY INTO THE MAIN BUILDING IS THROUGH THAT VENT ON THAT ROOF.

THE WALL'S TOO STEEP FOR AN ORDINARY MAN TO SCALE --

--BUT FOR ME, IT'S SIMPLER THAN A STROLL TO THE REFRIGERATOR FOR A MIDNIGHT SNACK.

SOMETIMES I LOVE MY POWERS.

TIME TO PUT ON MY SHOES. I'D HATE TO CATCH A COLD --

--AUNT MAY'D NEVER GET OFF MY CASE.

UH-OH-- SPIDER-SENSE IS BUZZING --WHICH MEANS DANGER, TROUBLE OR *BOTH*.

HURRY. THE BOAT'S WAITING.

PRISONERS... HEADING FOR THE EXIT.

TWO OF 'EM ARE OLD SPARRING PARTNERS OF MINE... THE GREY GARGOYLE AND JONAS HARROW.

THE THIRD I DON'T RECOGNIZE--

--AND IT DOESN'T MATTER, AS LONG AS I GET HIM ON FILM.

I CAN'T BELIEVE MY LUCK... STUMBLING ONTO EXACTLY WHAT I'D HOPED TO FIND-- AN *ESCAPE*--

--WITH NARY A GUARD IN SIGHT. I'VE SEEN *KINDERGARTENS* WHICH WERE MORE SECURE.

ONLY I'M GONNA *SPOIL* THEIR CAPER. I DON'T HAVE MY TRUSTY WEB-SHOOTERS AND I CAN'T SLUG IT OUT WITH 'EM WITHOUT REVEALING MY IDENTITY--

SKRTCH

--BUT THIS BAR WILL GIVE THEM PAUSE... ESPECIALLY WHEN IT CLUNKS THE GARGOYLE.

HOWEVER, THE CRIMINAL GENIUS SEES THE HURTLING OBJECT--

--HE SIMULTANEOUSLY SNATCHES IT FROM THE AIR AND CHANGES IT TO STONE--

--THEN, USING HIS SUPER-STRENGTH, HE CRUMBLES IT.

WHAT'S HAPPENING?

WE'VE BEEN SPOTTED.

FOLLOW ME.

IN AN ADJOINING CORRIDOR...

YOU HEAR SOMETHING, HARRY?

YEAH... RUNNING FOOTSTEPS.

AND SINCE THERE AIN'T ANY *RACES* SCHEDULED...

COME ON!

OKAY, FELLA... *FREEZE.*

TWITCH AN EYEBROW AND YOU'RE DEAD!

LISTEN, GUYS... YOU DON'T WANT *ME--HONEST.* JONAS HARROW AND THE *GREY GARGOYLE* ARE ESCAPING.

SAVE IT, SON.

WE HAPPEN TO KNOW THAT HARROW AND THE GARGOYLE ARE IN CONFERENCE WITH THE WARDEN.

THIS MIGHT BE A CAMERA... AND IT MIGHT *NOT.* WE WON'T TAKE ANY CHANCES.

YOU'RE MAKING A MISTAKE--

WRONG, KIDDO... *YOU* MADE THE MISTAKE.

YOU'LL MAYBE HAVE *YEARS* TO REGRET IT.

IN HERE.

ELSEWHERE...

THE DEAL'S GONE SOUR. WE'D BEST GET BACK TO OUR CELLS.

YOU PROMISED US AN ESCAPE--

WEE-OOO

I'LL *KEEP* THAT PROMISE ...*LATER.*

SOON, IN THE OFFICE OF WARDEN ALEXANDER RUE...

HERE'S THE CAMERA WE TOOK OFF THAT KID WE FOUND IN H CORRIDOR, SIR.

I'LL TAKE CARE OF IT, MIKE.

THERE COULD BE EVIDENCE IN THIS THAT WOULD END MY CAREER -- AND PERHAPS A GOOD DEAL MORE.

SHOULD I DESTROY IT -- ?

NO, NOT UNTIL I'VE GIVEN THIS SOME THOUGHT.

I'M LATE--

--I'D BETTER RUN. THE CAMERA WILL BE SAFE UNTIL I RETURN.

NO, IT WON'T, FOR --

MOP THE WARDEN'S OFFICE AN' THEN I CAN HIT A BAR...

WHAZZIS ?

PROBABLY WORTH A LOTTA BUCKS... PROBABLY ENOUGH TO GET ME OUTTA TROUBLE WITH THE LOAN SHARKS.

I SHOULDN'T OUGHTTA SWIPE IT --

-- BUT IF I DON'T GET THE DOUGH, THE SHARKS'LL BUST MY LEGS... OR WORSE.

ANYWAY, THE WARDEN'LL NEVER KNOW IT WAS ME.

AND SO, EARLY THE FOLLOWING MORNING, AT A COURTHOUSE IN LOWER MANHATTAN...

I CONTEND, YOUR HONOR, THAT MR. PARKER IS NOT GUILTY--

--NOT GUILTY, THAT IS, OF ANY OFFENSE MORE SERIOUS THAN TRESPASSING. I MOVE, THEREFORE, THAT THE CASE AGAINST HIM BE DISMISSED.

MR. MURDOCK, THERE IS STILL THE QUESTION OF EXACTLY *HOW* YOUR CLIENT ENTERED THE PRISON--

--A QUESTION HE REFUSES TO ANSWER.

AS A JOURNALIST, HE IS NOT REQUIRED TO DIVULGE EITHER HIS SOURCES OR HIS METHODS--

AN INTERESTING POSITION, COUNSELOR.

MATT MURDOCK'S *GOOD*. HE JUST MIGHT HAVE SQUEAKED THE KID THROUGH-- IF YOU HADN'T COME FORWARD!

JUST DOING MY *CIVIC DUTY!*

I'LL GIVE MY LEARNED COLLEAGUE FROM THE *PROSECUTION* THE FLOOR. I'M SURE HE HAS SOME ENLIGHTENING WORDS FOR US.

INDEED I HAVE.

MR. MURDOCK HAS PORTRAYED PARKER AS AN INNOCENT BYSTANDER WHO JUST *HAPPENED* ONTO AN ATTEMPTED PRISON BREAK.

NOT TRUE. IN FACT, PARKER *ENGINEERED* THIS BREAK-- AND A NUMBER OF *OTHERS*... AS MY WITNESS ARMAND DuBROTH --AN INMATE AT RYKER'S ISLAND-- WILL TESTIFY.

PETE PARKER'S A LYING SKUNK!

HE CLAIMS HE'S *INNOCENT*?--IN A PIG'S EAR! LISTEN, LITTLE PETEY *ENGINEERED* THE BREAK-OUT--

"--YEAH, AND ALL THE *OTHER* ESCAPES IN THE PAST YEAR. HE LED MOST OF THEM *PERSONALLY*.

"I DON'T KNOW EXACTLY *HOW* HE DOES IT, YOUR HONOR, BUT REST ASSURED... HE DOES IT!"

IN VIEW OF THE FOREGOING TESTIMONY, I HAVE NO CHOICE, I HEREBY ORDER PETER PARKER HELD FOR TRIAL--

--PENDING BAIL WHICH WILL BE SET AT FIFTY THOUSAND DOLLARS.

WAMB

DON'T WORRY, SON. I BELIEVE THAT YOU'RE INNOCENT--AND I'LL MOVE HEAVEN AND EARTH TO PROVE IT.

CAN YOU RAISE THE BAIL?

NO PROBLEM, MR. MURDOCK.

SOON, PETER IS ON THE PHONE TO--

JONAH? I GUESS YOU'VE HEARD ABOUT MY... SITUATION. ANY CHANCE THE BUGLE WILL SPRING ME?

I *WAS* WORKING FOR YOU--

--WITHOUT EITHER MY *KNOWLEDGE* OR *PERMISSION*!

MAYBE YOU CAN DO A COOKING COLUMN FOR US--ON *PRISON FOOD*.

GOOD-*BYE*!

THEN--

DON'T WORRY, KID. IT WON'T BE SO BAD.

I HEAR YOU TALKING.

BAD? SHEESH! THIS IS THE WORST.

I COULD HAVE RUN... BUT NO! I HAD TO STAY AND COOPERATE WITH THE AUTHORITIES.

DUBROTH WAS LYING THROUGH HIS EYE PATCH.

THE QUESTION IS WHY? AND THE ANSWER IS SO HE AND HIS CHUMS WILL KNOW WHERE I AM -- BEHIND BARS.

THEY PROBABLY WANT TO LEARN EXACTLY HOW MUCH I'VE FOUND OUT.

THEY'LL PROBABLY TRY TO BEAT IT OUT OF ME! I ALMOST FEEL SORRY FOR THEM! ALMOST...

I WONDER WHERE DUBROTH FITS IN-?! HIS FACE SEEMED FAMILIAR... BUT I'M CERTAIN HE'S NEVER TANGLED WITH SPIDEY.

WAIT--! HE WAS THE ONE... WHO WAS LEADING THE GARGOYLE AND HARROW TO FREEDOM.

SNAP

HE'S THE BRAINS BEHIND THE BREAK-OUTS -- AND THE PROOF IS IN THOSE PHOTOS I TOOK.

HEY, GUARD. CAN I SEE MY ATTORNEY? I GOTTA TALK TO--

-- MR. MURDOCK, YOU GOTTA FIND MY CAMERA. IT HAS ALL THE EVIDENCE YOU'LL NEED.

I'LL DO MY BEST.

EARLY THE FOLLOWING DAY...

:WHEW: WHAT A NIGHT! I JUST GOT OUT OF MY DAREDEVIL COSTUME AND I'M STILL WRECKED AFTER MY BATTLE WITH *LADYKILLER**...

LAW

BUT I'D BETTER CHECK ON PARKER'S CAMERA!

*JOIN THE SIGHTLESS ADVENTURER IN ALL-OUT ACTION IN DARE-DEVIL #73-- TOUT 'EM TOM.

THEN, AFTER TELEPHONING THE PRISON PROPERTY OFFICE...

BAD NEWS, MATT--

--THE KID'S CAMERA IS MISSING. WARDEN RUE CLAIMS HE HAS NO IDEA WHERE IT WENT.

THINGS AREN'T LOOKING TOO HOT FOR YOUR CLIENT, HUH, MATT?

WORD IS, THE PROSECUTOR IS DETERMINED TO THROW THE BOOK AT HIM... HECK, THE WHOLE *LIBRARY*.

ANYTHING ELSE I CAN DO?

JUST KEEP SEARCHING FOR THAT CAMERA -- AND THANKS, MORRIE.

NO SENSE IN DELAYING WHAT HAS TO BE DONE. I'LL HAVE TO TELL PETER--

--FOR THE TIME BEING, I'M AFRAID YOU'RE STUCK.

THANKS FOR TRYING, MURDOCK!

MAYBE I'LL GET OUT MY *OWN* WAY-- EVEN IF I HAVE TO REVEAL MY SPIDER-MAN IDENTITY IN THE PROCESS.

AT THAT MOMENT, IN LOWER MANHATTAN...

PAWN SHOP

THIS'LL ONLY TAKE A MINNIT! SMITTY WON'T WASTE MY TIME ASKING EMBARRASSING QUESTIONS.'

WA

AND SO...

YA SURE THIS AIN'T WORTH MORE?

LIKE ALWAYS, I GIVE TOP DOLLAR... 'SPECIALLY TO MY REG'LAR CUSTOMERS.

PAWN SHOP

MEANWHILE...

I CAN'T HANDLE BEING COOPED UP ANY LONGER. I'M GONNA BUST OUT AND WORRY ABOUT THE CONSEQUENCES LATER...

GET READY, PARKER. YOU'RE LEAVING.

SOMEBODY WENT YOUR BAIL.

HEY, STOP KIDDING. NOBODY WOULD--

YOU!

AUNT MAY! YOU'RE BAILING ME OUT?

WE ARE, DEAR. EVERYONE IN THE NURSING HOME WHERE I'M STAYING POOLED THEIR RESOURCES AND WE *JUST* MADE THE FIFTY THOUSAND DOLLARS.

YOU'RE FREE TO GO, MR. PARKER.

AT THE MOMENT, PETER IS UNABLE TO REPLY...

THEN...

I WANT YOU TO KNOW I'M INNOCENT--

OF *COURSE* YOU ARE. DON'T BOTHER TELLING ME *THAT*, FOR HEAVEN SAKES.

LICE

TAKE CARE OF YOURSELF, PETER. DRINK YOUR ORANGE JUICE.

TAXI

I'LL CALL YOU TOMORROW.

YOU DRIVE CAREFULLY, YOUNG MAN. I'M NOT ONE OF YOUR SPEED DEMONS.

YESSUM.

TAXI

AUNT MAY IS A MIRACLE WORKER. AN HOUR AGO I WAS FEELING LIKE A STALE BAGEL.

BUT KNOWING SHE HAS FAITH IN ME, GIVES ME THE STUFF TO KEEP GOING.

I DO HAVE MY SHARE OF PROBLEMS, THOUGH. FIRST, I'M MINUS MY COSTUME AND WEB-SHOOTERS!

I LEFT 'EM AT RYKER'S ISLAND.

THEN THERE'S THE MATTER OF MY CAMERA...

IF THE BADDIES HAVEN'T DESTROYED IT BY NOW, IT COULD BE ANYWHERE.

PAWN SHOP

NO CHANCE OF FINDING IT--

--NOT A SINGLE CHANCE IN THE WORLD.

PAWN SHOP

"BUT I'D GIVE ANYTHING TO KNOW WHERE IT IS," PETER THINKS AS HE PASSES THE PAWN SHOP.

NEED A PICTURE FOR THE SCOUTS? WELL, THIS CAMERA I GOT IN TODAY JUST MIGHT DO THE TRICK.

OKAY, GRAM-PAW.

UP THE BLOCK...

I GUESS I HAVE NO CHOICE. I *MUST* RETURN TO RYKER'S ISLAND--

♪OH, LISTEN TO MY STORY ABOUT THE TIME IT TOOK...♪

LESS THAN A MINUTE FOR MY SWEETIE TO SAY I WAS A SCHNOOK...♪

MY NOISY NEIGHBOR--

MISTER PINCUS.

LONE-SOME PINKY, IF YOU PLEASE, YOUNG MAN.

I GOT WHAT THE MUSICIANS CALL A "GIG" TOMORROW NIGHT AT WHAT THE MUSICIANS CALL A "JOINT" IN BROOKLYN.

YOU'RE ACTUALLY PLAYING PROFESSIONALLY?

YOU BETCHA. WHOOPPEE TI-YI-YI.

GOOD LUCK.

IF PINKY CAN GET A SINGING JOB, A *COYOTE* CAN PERFORM GRAND OPERA.

UPSTAIRS...

BE DARK SOON. I'D BETTER HURRY.

I CAN'T GO AS PETER PARKER... IF I WERE EVEN *SEEN* NEAR THE ISLAND, MY BAIL WOULD BE REVOKED -- AND AUNT MAY'S FRIENDS WOULD LOSE EVERYTHING.

I'LL HAVE TO USE MY SPARE SPIDEY-SUIT!

IT'S A BIT *FADED* AND *MORE* THAN A BIT TIGHT, BECAUSE I RUINED IT BY SOAKING IT IN A CRAZY DETERGENT I CONCOCTED!*

THESE ARE THE OLD WEB-SHOOTERS I USED IN HIGH SCHOOL!

*IN ISSUE #213 -- TERSE TOM.

COMPARED TO THE NEW MODELS, THEY'RE CRUDE. BUT THEY'LL DO.

GOSH, WEARING THESE THREADS REMINDS ME OF THE FIRST TIME I EVER DID THIS --

--WHAT A *SENSATIONAL* FEELING THAT WAS. FROM PUNY PARKER, CLASS LOSER, TO THE AMAZING SPIDER-MAN...

STRONG, FREE... AND SPECTA-CULAR!

BEING BITTEN BY THAT RADIOACTIVE BUG WAS THE BEST THING THAT EVER HAPPENED TO ME --

--EVEN IF I DO OCCASIONALLY GET INTO TROUBLE!

AHEAD, AT SPIDEY'S DESTINATION...

WE'LL ASK YOU ONCE MORE--

--WHERE IS THE CAMERA?

MUST WE GET *NASTY*?

JANITOR

YOU WERE THE ONLY PERSON WHO COULD HAVE STOLEN IT.

HURT HIM, GARGOYLE!

GLADLY.

N-NO!

I PAWNED IT... AT SMITTY'S ON NINTH AVENUE.

LEAVE.

IF EVER WE SEE YOU AGAIN

--YOU DIE.

YOU'VE BEEN DIRECTING ALL OF THE PRISON BREAKS, DuBROIL. WHAT NOW?

OBVIOUSLY WE MUST RECOVER THE CAMERA.

YOU TWO LEAVE FOR MANHATTAN AND THIS SMITTY'S. I'LL DEAL WITH THE WARDEN.

AS THE GREY GARGOYLE AND JONAS HARROW PREPARE TO DEPART--

--SPIDER-MAN ARRIVES...

HOO BOY! HERE GOES A REPEAT PERFORMANCE--

-- MY SECOND BREAK-IN OF THE WEEK.

AT LEAST IT'S MORE FUN THAN LEAP-FROG.

BUT NOT MUCH.

THERE'S MY EQUIPMENT!

WHAT LUCK! IT MUST HAVE LODGED IN THE TREE AFTER MY WEBBING DISSOLVED!

SECONDS LATER...

SHEESH! I JUST REALIZED -- INSTEAD OF CHANGING FROM PETER PARKER TO SPIDER-MAN I'M CHANGING FROM SPIDEY TO SPIDEY.

OLD OUTFIT TO NEW.

A SUPER-HERO FIRST.

WONDER IF I SHOULD INFORM THE GUINNESS BOOK OF RECORDS.

OR THE "THAT'S INCREDIBLE" TV SHOW.

NAH... NOT GORY ENOUGH.

I HATE TO DO THIS... WEB THE OUTDATED SUIT AND WEB-SHOOTERS INTO A PACKAGE --

-- AND HEAVE 'EM INTO THE DRINK...

LIKE SINKING A PART OF MYSELF.

BUT I COULDN'T CHANCE SOMEBODY FINDING THEM.

WHEW. NOT A SECOND TOO SOON. A COUPLE OF MEN ARE HEADING MY WAY...

THE BOAT IS READY?

JONAS HARROW AND THE GARGOYLE ...AND NOBODY'S STOPPING THEM--

DUBROW SAID IT WOULD BE.

--INCLUDING *ME*... NOT UNTIL I FIND OUT EXACTLY *WHAT* IS HAPPENING AROUND HERE.

BUT I *AM* GONNA FOLLOW 'EM! THEY MUST USE THESE BOATS FOR THEIR NIGHTLY EXCURSIONS!

BUT, IN THE OFFICE OF THE WARDEN...

YOU *FREED* THAT PAIR?

I DID--

WE'VE BEEN FREEING CERTAIN PRISONERS AND LETTING THEM USE THE PRISON AS A HIDOUT-- A BASE OF OPERATIONS--

BUT UNLESS THAT CAMERA IS FOUND-- UNLESS PARKER IS ELIMINATED-- OUR ENTIRE OPERATION HERE WILL BE PLACED IN JEOPARDY! YOU WILL RAISE NO OBJECTIONS... NOT A SINGLE OBJECTION, UNDERSTAND? UNLESS YOU WISH ME TO TELL THE WORLD OF YOUR ACTIONS IN THE WAR.

HOW FORTUNATE FOR ME THAT *YOU* -- MY EX-COMMANDER -- HAPPEN TO RUN THE PRISON I WAS SENT TO.

I UNDER-STAND...

WARDEN RUE REALIZES THAT TIME IS RUNNING OUT-- AND THE KNOWLEDGE OF FORTHCOMING RETRIBUTION MAKES HIM TREMBLE...

LESS THAN AN HOUR LATER, IN MANHATTAN...

THIS IS THE SHOP THE FOOLISH JANITOR MENTIONED.

PAWN SHOP

Smitty's PAWN SHOP

IT IS CLOSED, GARGOYLE.

IT WAS CLOSED!

SMASH

THIS MUST BE PARKER'S CAMERA! IT HAS THE LETTERS P.P. SCRATCHED ON THE CASE--

DON'T GIVE ME A READING LESSON. PICK IT UP--

--AND LET US LEAVE!

Smitty's PAWN SHOP

I LET 'EM GET TOO FAR AHEAD! THEY'RE ALREADY INSIDE! BUT IF THEY HAVEN'T DESTROYED THE FILM YET--

--I'M STILL IN BUSINESS!

IN CASE YOU THINK I'M GONNA MAKE SOME CORNY JOKE ABOUT BEING A SWINGER--

PAWN SHOP

--YOU'RE RIGHT. I HAVE NO SHAME AT ALL.

HI, GUYS!

SPIDER-MAN! I DON'T KNOW HOW OR WHY YOU'RE INVOLVED--AND I DO NOT CARE!

A SINGLE TOUCH OF MY PALM AND YOU WILL BE STONE--

--COLD, LIFELESS STONE!

WHUH

YOU SURE DO KNOW WHAT YOU CAN DO.

YOUR PROBLEM IS IN *DOING* IT!

OR HAVE YOU FORGOTTEN THAT I'M A *SPEEDY* LITTLE DEVIL!

C'MON, GARGOYLE! MAKE A REPLY! THREATEN ME. BOAST. SNARL.

GO TO SLEEP.

THAT WON'T *STOP* HIM, BUT AT LEAST IT'LL SLOW HIM DOWN WHILE I TEND TO--

MY PAL *JONAS HARROW*. HOW'S THE MAD SCIENTIST BIZ, OL' BUDDY?

GOT ANY PLANS TO RULE THE WORLD I SHOULD HEAR ABOUT? NO?

THEN LET'S DISCUSS A CERTAIN *CAMERA*--

AW, GARGOYLE, I'M DISAPPOINTED IN YOU!

SURELY YOU REMEMBER THAT MY SPIDEY SENSE **WARNS** ME OF SNEAK ATTACKS LIKE THAT.

KRANK

--AND I'VE DEMONSTRATED MY SPEED ONCE ALREADY TODAY.

NO **WONDER** YOU NEVER BECAME A REALLY BIG-NAME VILLAIN--

--YOU REFUSE TO LEARN FROM EXPERIENCE!

WHAM

THE CAMERA... I MUST SMASH IT!

WANNA TAKE MY *PICTURE*, JONAS?

THAT'S SWEET OF YOU, BUT I'M THE SHY TYPE.

CLOSE... ANOTHER SECOND AND THE EVIDENCE WOULD'VE BEEN KAPUT.

AS IT IS, THESE GUYS ARE GONNA BE KAPUT!

OKAY, GANG, NOW WE DO "UNCLE SPIDEY'S BIBLE STORIES"

I PLAY *DAVID* AND THE GARGOYLE'S *GOLIATH*--

PAWN SHOP

--AND LUCKY JONAS GETS TO BE THE *SLINGSHOT!*

KRAZSH

WHAT'S THE MATTER, JONAS? TIRED OF BEING A *STAR*?

TWO BAD GUYS WITH THE SAME MOVE. PRETTY GOOD...

BUT BEFORE I BREAK MY ARM PATTING MYSELF ON THE BACK, I'D BETTER CHECK ON THE GARGOYLE.

HE'S A LOT TOUGHER THAN HIS PAL... AND MIGHT REQUIRE A BIT MORE PERSUADING.

ANOTHER STEP, SPIDER-MAN... AND WHEN I TOUCH YOU--

GUESS I'M STILL A CLASS ACT!

GARGY-BABY, HOW MANY TIMES DO I HAVE TO *EXPLAIN?*

SPIDEY SENSE PLUS SPIDER-SPEED.

--EQUALS A LOSS FOR THE NASTIES!

YOU'RE A NASTY! HATE TO BE THE ONE TO BREAK IT TO YOU!

JUST A SINGLE *TOUCH...*

HUH-UH. THIS WEBBING WILL PREVENT YOU FROM TOUCHING ME OR *ANYONE* UNTIL THE POLICE ARRIVE WITH THE PROPER EQUIPMENT.

AGAIN, YOU LOSE.

NO, SPIDER-MAN...

...YOU LOSE--YOU AND PETER PARKER. FOR I HAVE THE CAMERA ...THE FILM--

--AND IT IS NOW GONE *FOREVER!*

I *BLEW* IT--*GOOD!* I WAS SO BUSY CLOWNING AROUND--SO BUSY WITH THE GARGOYLE, I FORGOT HARROW--AND THE REASON I CAME.

DID HE MENTION *FILM?*

NOW THERE'S NO *WAY* I CAN PROVE I WASN'T INVOLVED WITH THOSE PRISON BREAKS--

I'M SMITTY! THAT WAS MY STORE YOU LUNATICS JUST TRASHED! THERE *WAS* NO FILM IN THAT CAMERA. I TOOK IT OUT TO HAVE IT DEVELOPED...TO GET PICTURES OF MY GRANDSON. HERE IT IS.

MISTER, YOU HAVE JUST SAVED PETER PARKER'S FREEDOM ...AND HE IS *VERY* GRATEFUL.

END.

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A COFFIN FOR... the AMAZING SPIDER-MAN®

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BOB LAYTON

GHOST STARRING...
THE MACABRE
MOON KNIGHT™

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MICHAEL FLEISHER *Script* | BOB McLEOD *Art and Lettering* | BOB SHAREN *Coloring* | DENNY O'NEIL *Editor* | JIM SHOOTER *Editor-in-Chief*

DARKNESS ENVELOPS THE INTERNATIONAL EXCHANGE BUILDING, AS A COWLED FIGURE IN GHOSTLY SILVER AND JET CROUCHES ON A NEARBY ROOFTOP, GRIMLY EYEING THE TABLEAU OF VILLAINY UNFOLDING BELOW...

IT'S *ALL HERE*, BLINKY! AT OVER *$600 AN OUNCE*, YOU GOTTA FIGURE THIS STUFF FOR A COOL *TWO MILLION* AT *LEAST!*

YEAH, WELL, THIS HEIST OUGHTA PUT US BACK IN THE *RUNNIN'* THAT'S FOR *SURE!*

A COFFIN FOR SPIDER-MAN!

SUDDENLY, WITHOUT WARNING--

--HE STRIKES!

UNNFFF!

KA-WHAM!

BLINKY! LOOK! I-IT'S HIM! IT'S--

--THE MOON KNIGHT!

UNNGHH!

UNNHHH!

WHUMPH!

GNNGGGH!

BLAST YOU, MOON KNIGHT! STAND STILL!

BLAM! BLAM!

PETE! WATCH IT! H-HE'S GOIN' FOR HIS BILLY CLUB!

IT'S NOT A "BILLY CLUB," YOU MORONS!

THAT'S DAREDEVIL'S WEAPON. MINE IS A TRUNCHEON. T-R-U-N...

WHONK!

UNNGHH!

OH, WHAT'S THE USE! YOU MUGS CAN'T SPELL!

AAAGGHH!

CHUD!

THEN, BEFORE THE GUARDS CAN COMPREHEND WHAT'S *HAPPENING*, THE *MOON KNIGHT* BARKS A COMMAND INTO THE TINY *MICROPHONE* CONCEALED WITHIN HIS *COWL*, AND...

ATTABOY, FRENCHIE! TAKE 'ER *AWAY!*

I AM HEARING YOU *LOUD* AND *CLEAR*, MARC! HOLD ON TIGHT TO ZEE *GRAPPLER* WHILE I REEL YOU IN *TOUT DE SUITE!*

I--I THOUGH HE WAS HELPING US--BUT HE'S TAKING THE BULLION HIMSELF!

HEY! W-WHAT THE HECK DOES HE THINK HE'S *DOIN'*?

HE THINKS HE'S MAKIN' HIMSELF *RICHER* BY *TWO MILLION BUCKEROOS*, THAT'S WHAT HE THINKS HE'S *DOIN'*!

WHATSAMATTER WITH YOU, ERNIE? YOUR *TV'S* BUSTED AND YOU'RE TOO *EMBARRASSED* TO ASK YOUR OLD LADY TO READ YOU A *NEWSPAPER*? MOON KNIGHT'S TURNED CROOKED!

HEY! *WAIT* A MINUTE! I READ THE PAPERS! BUT *DEEP DOWN*, I STILL THOUGHT HE WAS ON *OUR* SIDE!

OH YEAH? WELL, DON'T LOOK NOW, BUT I GOT A *HUNCH* THAT HE'S DECIDED THE *OTHER* SIDE *PAYS* BETTER!

BLAM!

BLAM!

BLAM!

YOU MIGHT AS WELL QUIT WASTIN' YOUR *BULLETS*. HE'S *WAY* OUTTA RANGE!

THE *MOON KNIGHT* AND HIS ILL-GOTTEN BULLION *VANISH* INTO THE DEEPENING TWILIGHT...

AND A SHORT WHILE *LATER*, INSIDE THIS DINGY BUT *MAMMOTH* WAREHOUSE COMPLEX IN THE HEART OF THE CITY'S SPRAWLING *WATERFRONT*...

YOUR *ATTENTION* PLEASE, GENTLEMEN! WE HAVE A BRAND NEW *TOTAL* COMING IN ON THE *TOTE BOARD*. THE BULLION WEIGHS IN AT JUST OVER *200 POUNDS*, FOR A TOTAL VALUE OF *$2,100,000*!

THIS GIVES THE *MOON KNIGHT* A GRAND TOTAL OF *$8, 100,000* IN STOLEN LOOT SINCE THE COMPETITION BEGAN, TYING HIM WITH *"ONE-EYE"* LONIGAN'S *RAT PACKERS* FROM DETROIT, AND ELIMINATING LOUIE FRENCHETTI'S *MIDNIGHT MOB* FROM THE COMPETITION!

MIDNIGHT MOB CHICAGO $5,300,000
RAT PACK DETROIT $8,100,000
MOON KNIGHT NEW YORK $8,100,000

OKAY, OKAY! SO WE'RE *ELIMINATED!* SO THE MOON KNIGHT GRABBED THE *GOLD* AWAY FROM US!

BUT DID HE HAVETA PUT SIX OF MY BEST GUYS IN *INTENSIVE CARE* IN THE BARGAIN?

RESTRAIN YOUR TEMPER, MR. FRENCHETTI! YOU KNOW THE *RULES!* THE MOON KNIGHT IS ENTITLED TO TAKE THE BULLION AWAY FROM YOU BY ANY MEANS *NECESSARY!*

AGAIN, LET ME *REMIND* YOU THAT WE ARE *COMPETING* TO SELECT A REPLACEMENT FOR *"THREE-FINGERS"* EDDIE ENDERS, THE RECENTLY DECEASED SECRETARY OF OUR *NATIONAL SYNDICATE DIRECTORATE,* WHO DIED THREE WEEKS AGO WHILE, UH, RESEARCHING HIS *MEMOIRS* WITH THE AID OF HIS LOVELY, AHEM, RESEARCH ASSISTANT, *HONEYSUCKLE MULDOON!*

AS YOU KNOW, THE POST WILL BE AWARDED TO THE CRIME CHIEF WHO FIRST AMASSES A TOTAL OF *$10,000,000* IN LOOT!

AS YOU CAN SEE ON THE BOARD, THE *MOON KNIGHT* HAS ALREADY--

BAH! MOON KNIGHT! *SCHMOON KNIGHT!* THE GUY'S A PHONY, I TELL YA! HE'S ABOUT AS MUCH A CROOK AS *ELIOT NESS!*

AW, *C'MON*, BOSS! BE *FAIR!* LOOKA THE GUY'S *SCORES*, FOR PETE'S SAKE! FOR THE PAST THREE WEEKS, HE'S BEEN A REGULAR ONE-MAN *CRIME WAVE!*

YEAH, THAT'S *RIGHT!* WHEN THE *SECRETARY'S* POSITION BECAME OPEN, SUDDENLY THAT'S WHEN THIS *MOON KNIGHT* CHARACTER DECIDES TO BECOME A *CROOK!*

I TELL YA, WEASEL, I CAN *ALWAYS* SMELL A *RINGER!* AND THIS *MOON KNIGHT* BUM STINKS *OUT LOUD!*

MEANWHILE...

BOY, I AM ONE *BONE-WEARY* WALL-CRAWLER! THERE'VE BEEN MORE *HEISTS* IN THE OL' APPLE IN THE PAST THREE *WEEKS* THAN IN THE LAST THREE *YEARS!*

AND THE *REASON* IS THAT FOR THE PAST THREE WEEKS, THE CITY HAS BEEN PACKED *WALL TO WALL* WITH VISITING BIG-TIME *CROOKS!*

THWIP

SYNDICATE LIMOS AND LEAR JETS HAVE BEEN POURING IN FROM ALL *FIFTY STATES* AND A FEW *FOREIGN* COUNTRIES TO BOOT!

WITH THE FRANTIC *CRIME SCENE* GOING DOWN, NOT TO MENTION MY *SCHOOLWORK*, I'VE HARDLY HAD TIME TO *BREATHE*, MUCH LESS PAY MY RESPECTS TO MY FAVORITE NEWSPAPER PUBLISHER, J. JONAH JAMESON!

GOOD THING HE'S WORKING *LATE* TONIGHT, BECAUSE I'M BROKE AND TODAY OUGHTTA BE A DYNAMITE *PAYDAY*--

--FOR THE SIMPLE *REASON* THAT IN THE LAST COUPLE OF WEEKS I'VE MANAGED TO COME UP WITH A WHOLE *POCKETFUL* OF PHOTOGRAPHS OF YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN* IN NERVE-NUMBING ANTI-UNDERWORLD *ACTION!*

MOMENTS LATER...

PARKER, YOU MORONIC *NINCOMPOOP!* WHERE THE DEVIL HAVE *YOU* BEEN?

BEEN *WORRIED* ABOUT ME, J.J.J?

WORRIED ABOUT YOU? *NO*, PARKER, I HAVEN'T BEEN WORRIED ABOUT YOU!

BUT WHEN YOU DIDN'T ASK FOR AN *ASSIGNMENT* FOR NEARLY THREE WEEKS RUNNING, PARKER, I *DID* ASSUME THAT MY MOST PERENNIALLY IMPOVERISHED FREELANCER HAD PROBABLY *DIED* AND GONE TO *HEAVEN!*

SORRY TO *DISAPPOINT* YOU, J.J.J!

DAILY BUGLE

BUT I *HAVE* BEEN BUSY TAKING THESE *PULITZER-PRIZEWINNING* PHOTOGRAPHS OF SPIDER-MAN IN--

SPIDER-MAN? WHO'S SPIDER-MAN?

YOU'RE *KIDDING*, RIGHT, JONAH?

I DON'T KNOW IF THEY'VE BOTHERED TEACHING YOU HOW TO *READ* IN COLLEGE, PARKER, BUT I WOULDN'T BOTHER *WRAPPING FISH* IN YOUR SPIDER-MAN PICTURES THESE DAYS!

Y-YOU *WOULDN'T?*

THIS IS WHO WE WANT PICTURES OF *NOW*, PARKER! THE *MOON KNIGHT!*

WHY, HE'S BECOME SUCH A BIG-TIME CROOK IN THESE PAST FEW WEEKS, HE'S MADE THAT LARCENOUS WALL-CRAWLER LOOK LIKE *REBECCA OF SUNNYBROOK FARM!*

BUGLE

MOON KNIGHT STRIKES AG

MASTER CRIMINAL STILL AT LARGE

NOW DON'T GET ME *WRONG!* SPIDER-MAN WAS NEWS *LAST* MONTH! HE MAY BE NEWS AGAIN *NEXT* MONTH! BUT RIGHT *NOW*, I WANT YOU TO GET ME PICTURES OF THIS *MOON KNIGHT* CREEP OR YOU'RE *FIRED!*

I'LL *TRY*, JONAH!

DAILY BUGLE

MEANWHILE, HOVERING HIGH ABOVE A LAVISH ESTATE ON LONG ISLAND'S POSH NORTH SHORE...

ZERE IS ZEE MANSION JUST UP AHEAD, MARC! I TAKE IT YOU HAVE DECIDED TO TAKE REFUGE FOR A WHILE IN ZEE SECRET IDENTITY OF MILLIONAIRE STEVEN GRANT, *N'EST-CE PAS?*

YOU GOT IT, FRENCHIE! THERE'S MORE TO LIFE THAN JUST STEALING *MONEY*, YOU KNOW! A MAN'S ALSO GOT TO KNOW HOW TO *ENJOY* WHAT HE'S GOT!

JUST PARK THE CHOPPER ON THE ROOFTOP *HELIPORT* AND TAKE THE ELEVATOR DOWN, FRENCHIE! I'M TAKING THE DIRECT ROUTE!

RELEASING HIS HOLD ON THE COPTER'S LANDING LADDER--

--THE MOON KNIGHT SPREADS WIDE HIS INGENIOUS *GLIDER-CAPE* AND SOARS GENTLY, GRACEFULLY TOWARD THE *HEATED POOL* AT THE REAR OF THE MANSION...

CLEAVING THE POOL'S GLISTENING SURFACE LIKE A SHIMMERING SHAFT OF SILVER LIGHT--

0FT

SPASH!

4FT

--HE SWIMS THROUGH A CONCEALED UNDERWATER CORRIDOR TRAVERSING THE MANSION'S FOUNDATION--

--TO EMERGE, MOMENTS LATER, IN THE LUXURIOUS *SUNKEN BATH* SET INTO THE TILE FLOOR OF STEVEN GRANT'S MASTER BEDROOM--

--WHERE--

WELL, I'M GLAD TO SEE THAT YOUR MOBSTER FRIENDS BELIEVE IN LEAVING YOU SOME FREE TIME FOR YOUR *PERSONAL* LIFE, MR. GRANT!

NOW BE *HONEST* WITH YOUR LITTLE MARLENE! DIDN'T YOUR MOTHER EVER TELL YOU THAT IT'S NOT *NICE* TO KEEP A LADY *WAITING*--

--*ESPECIALLY* WHEN SHE'S A VERY WARM, VERY *LONELY* LADY? HMMM?

NOW TELL ME, MR. GRANT! ARE YOU ABOUT TO RUN OFF AGAIN TO BECOME CAB DRIVER *JAKE LOCKLEY* OR ONE OF YOUR NUMEROUS *OTHER* ALTERNATE IDENTITIES--

--OR DO YOU THINK YOU MIGHT ACTUALLY STAY AND SPEND SOME TIME HERE WITH *ME?*

I'M ALL YOURS TILL THE MUSEUM OPENING TOMORROW NIGHT, SWEETHEART!

MAYBE WE COULD PLAY *BACKGAMMON!*

NOW WE LEAVE OUR LOVING COUPLE TO THEIR *GAME*--

--AND MOVE THE CLOCK *FORWARD* TO THE FOLLOWING EVENING! AT THE PREVIEW FOR *VIPS* ONLY OF THE *ROYAL TREASURES OF MALTA* EXHIBIT AT THE FAMED METROPOLITAN MUSEUM OF ART...

MY *WORD,* STEVEN! LOOK AT ALL THESE PRICELESS *TREASURES!*

WHY, THIS ELEVENTH-CENTURY JEWELED DAGGER *ALONE* MUST BE WORTH--

HUH-!?

THREE MILLION BALLOONS, CHICKIE-POO! JUST THE AMOUNT WE NEED TO PUT US OVER THE *TOP* IN THIS CERTAIN LITTLE *CONTEST* WE'RE INVOLVED IN!

O-OH, *NO!*

WHA--!?

OKAY, EVERYBODY! GET AWAY FROM THAT *DISPLAY CASE* AND PUT YOUR HANDS WHERE WE CAN *SEE* 'EM! NOBODY GIVE US *TROUBLE,* AN' NOBODY'LL GET *HURT!*

AS THE TERRIFIED MUSEUMGOERS MOVE TO *OBEY* THE CRIMINAL'S COMMAND--

--NO ONE NOTICES MILLIONAIRE *STEVEN GRANT* SLIPPING AWAY INTO A NEARBY *ALCOVE* TO EXCHANGE HIS BLACK TIE AND DINNER JACKET--

--FOR THE BLACK AND SILVER GARB OF--

--*THE MOON KNIGHT!!*

HUH-!? IT'S THE *MOON KNIGHT!*

HE WASN'T HERE A *MINUTE* AGO! WHERE'D HE *COME* FROM?

CHUD!

NNNGHH!

LIKE A DANCING DERVISH OF *QUICKSILVER*, THE MOON KNIGHT WHIRLS AMONG THE DUMBFOUNDED THUGS, WITH RAPID-FIRE COMBINATIONS OF JACK-HAMMER BLOWS, HE BOWLS THEM OVER LIKE TENPINS...

GHAAAA!

SPOK!

AND WITHIN MOMENTS...

SWOK!

WOW! DID YOU SEE THE WAY HE LAID THOSE BADDIES *OUT?* AND TO *THINK* THE NEWSPAPERS HAVE BEEN CALLING HIM A *CROOK!*

I ALWAYS *KNEW* HE COULDN'T *REALLY*--

HUH-!?

OKAY, FRENCHIE! I'VE GOT THE *BAUBLE!* ZOOM IN LOW AND--

SMASH!

THE ONLY PLACE *YOU'RE* ZOOMING TO, SWEETHEART, IS STRAIGHT TO THE *SLAMMER*--

--OR MY NAME ISN'T--

SPIDER-MAN--!?

UNNGHH!

WHUMPH!

YOU *RECOGNIZED* ME! I'M TOUCHED! I'LL TELL YOU *ONE* THING, FRIEND--

THEY MAY CALL YOU THE *MOON* KNIGHT--

UNNHHH!

WOCK!

--BUT THE ONLY THING YOU'RE GOING TO BE SEEING FOR THE NEXT HALF HOUR IS *STARS!*

WHA-?

DROP IT THROUGH THE *SKYLIGHT,* FRENCHIE! WE'RE MOVIN' *OUT!*

WHAMM!

YOU *ASK* FOR IT, YOU *GOT* IT, MARC!

KRAAASSSH

I *GOT* IT FRENCHIE! NOW TAKE 'ER *UP*--

--AND LET'S DO A FAST FADE *OUT* OF--

WHA-!?

--YOUR FRIENDLY NEIGHBORHOOD *SPIDER-TYPE* GOES!

OH, YEAH? WELL NOT FOR LONG! 'CAUSE SOON'S I KICK YOU OFF THIS *LADDER,* ALL THAT'S GONNA BE LEFT'A YOU IS A CAN FULL'A *SPIDER SLOP!*

OH, NO, YOU *DON'T,* MOON CROOK! ANYPLACE *YOU* GO--

HEY! MOON KNIGHT! WHAT THE HECK'S GOTTEN *INTO* YOU, MAN? YOU ALMOST BASHED MY HEAD IN WITH THAT NIGHTSTICK OF YOURS IN THERE!

IF WE WANT TO MAKE THE SYNDICATE THINK THAT YOU'RE THE *HERO* AND I'M THE *VILLAIN,* WE MUST MAKE IT LOOK *GOOD*--

--DON'T WE--?

HEY! WATCH--

YEOWW!

THUNUD

OKAY, FRENCHIE! REEL ME IN! IT'S GETTING *COLD* OUT HERE!

ZAT BATTLE WAS MOST *CONVINCING,* MARC! BUT ZEE *SPIDER-MAN!* ARE YOU SURE HE WEEL BE ALL RIGHT?

YEAH! HE'LL BE OKAY! WHATEVER *ELSE* YOU MIGHT SAY ABOUT SPIDER-MAN--

AND AS MUCH AS I HATE TO *ADMIT* IT, THE MOON GUY MAY ACTUALLY TURN OUT TO BE *RIGHT!*

"--HE'S ONE *RESOURCEFUL DUDE!*"

I HATE TEAMING UP WITH OTHER SUPER-TYPES! I *HATE* IT!

THWIP

I DON'T KNOW *HOW* THE MOON KNIGHT SWEET-TALKED ME INTO DOING IT *THIS* TIME, EXCEPT THAT BOTH OF US GOT WIND OF THE OPENING ON THE *DIRECTORATE* AT ABOUT THE SAME TIME--

--AND HE CONVINCED ME THAT THE BEST WAY FOR US TO CRACK THE SYNDICATE *WIDE OPEN* WOULD BE FOR ME TO PLAY *GOOD GUY* WHILE HE PLAYS THE *HEAVY!*

WE CAN ALWAYS CATCH ONE MOBSTER AT A TIME, BUT WHOEVER GETS THE *SECRETARY'S* SPOT ALSO GETS A BOX OF *MICROFILM* CONTAINING THE NAMES, HIDEOUTS, AND ALTERNATE IDENTITIES OF JUST ABOUT EVERY BIG-TIME GANGSTER IN THE *UNITED STATES!*

CLICKA CLICKA CLICKA CLICKA

IF WE COULD GET OUR MITTS ON THAT, *HUNDREDS* OF WANTED CRIMINALS COULD BE BROUGHT TO JUSTICE PRACTICALLY *OVERNIGHT!*

AND THERE ARE SOME FRINGE BENEFITS FOR *ME* AS WELL, SUCH AS THESE KEEN PIX I JUST SNAPPED OF *MOON KNIGHT* AND YOURS TRULY GOING AT EACH OTHER TOOTH AND CLAW OVER NIGHTTIME MANHATTAN!

MEANWHILE...

CONGRATULATIONS, MOON KNIGHT! IN RECOGNITION OF YOUR HAVING OUTSTRIPPED YOUR RIVALS AND EXCEEDED THE *$10,000,000* MARK, THE POSITION OF SECRETARY OF THE UNDERWORLD DIRECTORATE WILL NOW BE *YOURS,* ONCE YOU HAVE COMPLETED A FINAL *QUALIFYING TASK!*

DETROIT $8,100,

NEW YORK $11,400,000

MOON KNIGHT

FINAL TASK!? *WHAT FINAL TASK?*

IN ORDER TO GIVE YOU THE *OPPORTUNITY* OF DISPELLING ANY LINGERING NOTION THAT YOU MIGHT *STILL* BE CLINGING TO THE VALUES OF YOUR CRIME-FIGHTING PAST, THE DIRECTORATE HAS VOTED THAT YOU *NOT* BE PERMITTED TO ASSUME YOUR NEW POSITION--

--UNTIL YOU HAVE *PROVEN* YOUR LOYALTY TO THE UNDERWORLD BY *ASSASSINATING* ONE OF OUR GREATEST FOES, *SPIDER-MAN,* AND BRINGING HIS BODY *HERE,* TO THIS *CONVENTION!*

UH-OH, I HADN'T COUNTED ON ANYTHING LIKE *THIS!*

GOOD HUNTING, MOON KNIGHT!

WHATTA YOU THINK, BOSS?

MOON KNIGHT'S BEEN PLAYIN' US ALL FOR A BUNCH OF SUCKERS-- THAT'S WHAT I THINK!

SO I WANT YOU TO FOLLOW HIM, WEASEL, AND IF HE'S IN CAHOOTS WITH SPIDER-MAN LIKE I'M BETTIN' HE IS, I WANT YOU SHOULD ICE 'EM BOTH!

AND SO...

OH, BROTHER! BEING TOLD TO KILL SPIDER-MAN IS ONE WRINKLE I DIDN'T ANTICIPATE AT ALL!

THE WEB-SWINGER AND I WILL JUST HAVE TO PUT OUR HEADS TOGETHER ON THIS ONE AND SEE IF WE CAN WORK SOMETHING OUT!

A HALF HOUR LATER, AT A PREARRANGED MEETING PLACE...

HMMM! WE'VE GOT A PROBLEM, ALL RIGHT, MOON KNIGHT! THERE'S NO DOUBT ABOUT IT!

PERFECT. THERE'S NO WAY I CAN MISS.

'CAUSE IN TWO MORE SEC--

AVON CALLING! WANT TO BUY SOME COSMETICS?

HUNH-!?!

M-MOON KNIGHT! BUT IT CAN'T--

GNNGHH!

CHOK!

GOOD WORK, FRENCHIE! IF YOU HADN'T SPOTTED THIS CLOWN FROM THE AIR AND VOLUNTEERED TO PLAY DECOY, HE MIGHT'VE--

OH, PLEASE, MARC! EET WAS NOTHING!

SOMETIMES, YOU KNOW, I LIKE TO PLAY FOR ONCE ZEE ROLE OF HERO!

SOON...

OKAY, SO THERE HE IS!

NOW AM I ELECTED THE NEW SECRETARY OF THIS OUTFIT?

WHUMPH!

W-WHY, YES, MOON KNIGHT! OF COURSE YOU ARE!

I HEREBY AFFIRM YOUR FINAL SELECTION AS SECRETARY OF THE NATIONAL CRIME DIRECTORATE...

...TOGETHER WITH ALL HONORS AND PRIVILEGES RESIDING THEREIN!

AS SECRETARY, YOU WILL BE CUSTODIAN OF THIS VITAL MICROFILE, CONTAINING--

HEY! WAIT A FREAKIN' MINUTE THERE! THIS GUY IN THE COFFIN AIN'T DEAD!

H-HE'S ALIVE!

AND HE AIN'T SPIDER-MAN, NEITHER! HE'S--

SPIDER-MAN? DID I HEAR SOMEBODY SAY SPIDER-MAN?

HUH!?

YOU MEAN YOU'VE BEEN HOLDING A CONVENTION AND YOU DIDN'T *INVITE* ME?

WHOK!

OOOFF!

KPOW

POK

HOW AWFULLY TACKY!

UNNGHH!

LIKE TWIN CYCLONES, THE SILVER GLADIATOR AND HIS WEB-SLINGING COMRADE **HURL** THEMSELVES AT THE ASSEMBLED MOBSTERS, BATTERING THEM SENSELESS WITH A DIZZYING TORRENT OF HAMMER-FISTED BLOWS...

AND FINALLY...

WELL, SPIDER-MAN, WE DID IT!

LET'S DROP THIS MICROFILM OFF AT THE LOCAL FBI AND CELEBRATE! WE'LL PICK UP A QUART OF CAVIAR AND A FEW BOTTLES OF VINTAGE WINE SOMEWHERE, AND--

CAVIAR? VINTAGE WINE? WHO DOES HE THINK I *AM*, JOHN PAUL GETTY?

UH, I DON'T THINK SO, MOON KNIGHT!

I'M AFRAID I'VE, UH, GOT A FEW CHORES I'VE STILL GOT TO ATTEND TO TONIGHT!

BUT, UH, THANKS, ANYWAY, HEAR? MAYBE SOME OTHER TIME! SO LONG NOW!

OKAY, SPIDER-MAN! WHATEVER YOU SAY!

PRESENTLY...

YOU SEEM GLUM, MARC! WHAT IS ZEE MATTER, EH?

I THINK I MAY'VE JUST PUT MY FOOT IN MY MOUTH, FRENCHIE!

I INVITED SPIDER-MAN OUT FOR A FANCY DINNER TO CELEBRATE OUR VICTORY, AND I GOT THE UNCOMFORTABLE IMPRESSION THAT HE TURNED ME DOWN BECAUSE HE REALLY CAN'T *AFFORD* IT!

I GUESS, AT BOTTOM, I'M A PRETTY LUCKY GUY, FRENCHIE! I'VE GOT WEALTH, A WOMAN WHO LOVES ME, A LOYAL FRIEND LIKE YOU!

AND ZEE SPIDER-MAN, MARC?

I DON'T KNOW! IT'S HARD TO TELL *WHAT'S* GOING ON BENEATH THAT MASK OF HIS! BUT SOMEHOW, I DON'T THINK HE'S GOT A *TENTH* OF WHAT WE'VE GOT!

SOMETIMES EVEN ZEE HERO CAN BE VERY LONELY, MARC!

I KNOW THAT, FRENCHIE! NOW COME ON, PAL! TAKE ME HOME!

NEXT

BEWARE THE WRATH OF...

RAMROD!

STAN LEE PRESENTS: **AUNT MAY** IN

THE NURSING HOME CAPER

THE AIR IS FILLED WITH SUNSHINE THIS FINE SUMMER DAY, AS MARVEL-DOM'S FAVORITE **SENIOR CITIZEN** SAYS GOODBYE TO HER FAVORITE **NEPHEW**...

THANK YOU FOR THE FLOWERS, PETER! YOUR VISITS ARE ALWAYS SUCH A PLEASURE!

THE PLEASURE'S ALL ***MINE***, AUNT MAY! I'LL SEE YOU NEXT WEEK!

AND TRY TO LAY OFF THE FOOT-BALL AND HOCKEY, OKAY? YOU ***KNOW*** HOW IT WORRIES THE DOCTOR!

RESTWELL NURSING HOME

PARKING

NEW YORK BELL

BY...
MIKE BARR
WIN MORTIMER
JOHN MORELLI
DON WARFIELD

OH, PETER, YOU'RE SUCH A CAUTION! YOU MAKE ME FEEL LIKE A SPRY ***SIXTY YEAR OLD!***

THAT'LL BE ENOUGH OF ***THAT***, AUNT MAY! YOU GET TO LOOKING ANY ***YOUNGER***...

YOUR FRIENDS'LL THINK I'M YOUR ***BROTHER***, NOT YOUR ***NEPHEW!*** SEE YA!

AND, AS MAY PARKER ENTERS THE NURSING HOME...

HELLO, POLLY... LOOKS LIKE A NICE CROWD AT THE DANCE!

DANCE!
ADMISSION 50¢

CASH

LANDS' SAKES, YES, MAY! IT'S THE BEST TURNOUT WE'VE HAD IN MONTHS!

BUT YOU KNOW, I DON'T QUITE ***TRUST*** THOSE YOUNG PEOPLE IN THE BAND--THEY DRESS SO FUNNY!

OH, ***NONSENSE***, POLLY! YOUNG PEOPLE ***ALWAYS*** DRESS FUNNY! IT'S A ***STAGE*** THEY GO THROUGH!

SHRIEKERS

SHRIEKERS

THE SHRIEKERS

AND EVEN IF THEY DO *DRESS* STRANGELY, THEY *PLAY* WELL...

...AND THEY'RE THE ONLY BAND WE COULD *AFFORD*!

HEY THERE, BEAUTIFUL! HOW ABOUT CUTTIN' A RUG?

WHY, I'D LOVE THAT, MR. BREWSTER! JUST LET ME SAY HELLO TO *ANNA WATSON!*

HELLO, DEAR! ISN'T THIS THE *LOVELIEST* TIME?

IT CERTAINLY *IS*, MAY--! I DON'T KNOW *WHEN* I'VE SEEN SO MANY PEOPLE OUT!

WHO'S THAT YOUNG MAN WITH POLLY?

≡HUMMPH≡ THAT'S POLLY'S NEPHEW... PROBABLY STILL TRYING TO TALK HER INTO MOVING IN WITH *HIM* SO HE CAN TAKE CARE OF HER. BUT IF YOU ASK *ME*--

REFRESHMENTS

--HE'S ONLY INTERESTED IN TAKING CARE OF POLLY'S *MONEY!*

HOW ABOUT A *FOX TROT*, MAY? NOT TOO *FAST* THOUGH!

THAT SOUNDS DELIGHTFUL, MR. BREWSTER! I'M HAVING SUCH A GOOD TIME...

...I ONLY WISH NATHAN HADN'T HAD THAT DOCTOR'S APPOINTMENT! HE WOULD HAVE ENJOYED THIS SO!

I TELL YOU, AUNT POLLY, THIS NURSING HOME IS NO PLACE FOR YOU! THEY EVEN LET THOSE AWFUL *PUNK ROCKERS* IN!

I HAVE TO GET BACK TO THE TICKET TABLE, DEAR--

BUT THE NEXT MOMENT...

.. THE MUSIC DIES... AND THE CONFUSION BEGINS!

SORRY ABOUT THE DELAY, LADIES AND GENTS, ONE OF OUR **AMPS** BLEW! JUST TAKE A MINUTE TA FIX IT!

SHRIEKE

HERE, RAISIN... I THOUGHT YOU BOYS MIGHT LIKE SOME SANDWICHES AND PUNCH!

THANKS, MRS. PARKER --BUT THE NAME'S **RAZOR!**

Y'GOT THE JACK SPLICED IN, SCAB?

SURE THING, RAZOR!

GREAT! WE'RE SET T'HOWL RIGHT AFTER THE BREAK!

THANKS FOR BRINGING US THE FOOD, MRS. PARKER. IT'S THE **GREATEST!**

UH... IT'S **REAL** GOOD!

THE GREATEST **WHAT?**

HEY, MAN-- HOW ARE YA? LIKE THE MUSIC?

DISGUSTING DEGENERATES!

WELL, EXC**UUUUUUU**SE ME!

BEARING A PLATE OF REFRESHMENTS FOR HIS AUNT, RODNEY STEPS OUTSIDE TO FIND...

A-AUNT POLLY? **AUNT POLLY!**

HELP! **HELP!!**

OHHHHHH...

AUNT POLLY? YOU ALL RIGHT?

POLLY? WHAT *HAPPENED?!*

SOMEONE STOLE THE DANCE RECEIPTS!

I'LL CALL THE POLICE. NOBODY LEAVE THE ROOM!

I'M NOT SURE, MAY... I WAS JUST SITTING HERE WHEN *SOMETHING CHOKED ME* FROM BEHIND! WHO...WHOEVER IT WAS MUST HAVE USED THIS *WIRE*...

CONFOUND IT! THAT *DOES* IT!

I SAW THOSE *PUNKS* REPAIRING THEIR EQUIPMENT WITH THIS KIND OF WIRE! THEY MUST HAVE CHOKED YOU AND STOLEN THE CASHBOX!

NO WAY, MAN! WE *LIKE* THESE OLD FOLKS!

NOW JUST ONE *MINUTE*, RODNEY!

I *BELIEVE* THIS NICE YOUNG MAN! BESIDES, MUSICIANS ARE NOT THE ONLY ONES WHO USE THIS TYPE OF WIRE...

...*TELEPHONE REPAIRMEN* DO, TOO! YOU WORK FOR THE PHONE COMPANY, RODNEY--I THINK *YOU* ATTACKED POLLY! WELL?!

I...UH...

ALL RIGHT, EVERYBODY *GET BACK!* OR MISS MARPLE GETS IT!!

YOU WERE 100% RIGHT, GRANNY--AND NOW YOU'RE MY TICKET OUTTA HERE!

≡GASP≡ OH, THE EXCITEMENT THE STRAIN...

...MY *HEART!*

HOLY SMOKE! SHE'S HAVIN' A *HEART ATTACK!*

I AIN'T TAKIN' THE RAP IF SHE KICKS OFF! YOU C'N *HAVE* 'ER!

SOMEBODY *STOP* HIM!

NO SWEAT, MISTER! THIS GUY IS *DOWN*--

--AN' *OUT!*

>OOOOFFF

BUT WHAT ABOUT *MAY?* IS SHE ALL RIGHT?

CONSARN IT, SOMEBODY CALL A *DOCTOR* AFORE IT'S--

--TOO LATE!?

IS IT OVER NOW?

MAY! YOU'RE NOT HURT!

OF COURSE NOT, ANNA! FEIGNING A HEART ATTACK WAS THE EASIEST WAY TO MAKE HIM LET GO OF ME!..

...AND HEAVEN KNOWS I'VE HAD ENOUGH EXPER-IENCE WITH THE SYMPTOMS!

LAND O'GOSHEN! SHE AIN'T ONLY *BEAUTIFUL*-- BUT SHE'S *SMART* TOO!

THANKS FOR HELPIN' US OUT, MRS. PARKER! I THOUGHT WE WERE GONNA GET LYNCHED FOR A MINUTE THERE!

PEOPLE CAN GET SET IN THEIR WAYS, RAISIN...BELIEVE THE WORST ABOUT SOMEONE JUST BE-CAUSE THEY'RE *DIFFERENT* THEY DIDN'T MEAN ANY HARM!

WAIT TILL YOUR NEPHEW, *PETER*, HEARS ABOUT THIS, MAY! HE SURE WILL BE PROUD OF YOU!

OH, HEAVENS NO, PLEASE! IT WOULD FRIGHTEN POOR PETER TERRIBLY TO HEAR I WAS IN ANY DANGER!

AFTER ALL, HE'S JUST SO HELPLESS WITHOUT ME!

THE END.

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the AMAZING SPIDER-MAN®

TM

CRISIS ON CAMPUS!

THE RAGE OF RAMROD!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

BLUES FOR LONESOME PINKY!

EARLY MORNING, EMPIRE STATE UNIVERSITY...

I SHOULDN'T BE USING MY WEBBING JUST TO GET SOMEPLACE -- IT'S REALLY ABUSING MY SPIDEY PRIVILEGES. BUT EVEN A FRIENDLY NEIGHBORHOOD SPIDER-MAN LIKES TO SHOW OFF ONCE IN A WHILE.

AND IF I'M LATE AGAIN, DEAN ULRICH WILL HAVE MY EARS FOR BREAKFAST.

I REALLY *OUGHTTA* SPEND MORE THAN SEVENTY-NINE CENTS FOR MY ALARM CLOCKS--

--'SPECIALLY WHEN THAT PRICE INCLUDES TAX AND A POUND OF JELLY BEANS!

DENNY O'NEIL SCRIPT ✱ ALAN KUPPERBERG PENCILS ✱ JIM MOONEY INKS ✱ JIM NOVAK LETTERS ✱ C. SCHEELE COLORS ✱ TOM DEFALCO EDITOR ✱ JIM SHOOTER EDITOR-IN-CHIEF

AT LEAST NOBODY SPOTTED ME... I THINK.

NOT MUCH ACTION AROUND THE TEACHING ASSISTANTS LOUNGE AFTER SEVEN--

--WHICH IS PROBABLY WHY THE DEAN WANTED TO SEE PETER PARKER AT THIS TIME.

SOUNDS LIKE SOMETHING'S ALREADY STARTED--

OKAY, ULRICH, BUT TELL ME *WHY!*

YOU *KNOW* I'M THE BEST BIOCHEMIST IN THE DEPARTMENT. WHY WON'T YOU GIVE ME A PROMOTION?

DR. KISSICK! YOU'VE BEEN SEEN ASSOCIATING WITH UNDESIRABLE ELEMENTS! THAT'S REASON *ENOUGH!*

CHAIRMAN BIOCHEMISTRY DEPARTMENT

A MOMENT LATER...

MAYBE, BUT WHATEVER HAPPENED TO THE IDEA THAT A MAN IS INNOCENT TILL PROVEN GUILTY?

:SHEESH:

IT'S NOT *OUR* FAULT YOU'VE JEOPARDIZED YOUR CAREER!

BUREAUCRATIC *FOOL!* HIS PROBLEM IS HE CAN'T RELATE TO *GENIUS!*

MY WORK ON POISONS *ALONE* OUTSHINES ANYTHING HE'S EVER DONE--!

SPEAKIN' OF *POISONS...*

YOU!

ASSOCIATING WITH YOUR KIND MAY HAVE ALREADY COST ME MY CAREER. GET OUT *IMMEDIATELY* OR--

YA MEAN YA AIN'T GLAD TO SEE YOUR PAL *RAMROD*?

WELL, YA BETTER BE--OR I MAKE HAMBURGER OF YOUR FACE.

YA *HEARIN'* ME, DOC?

Y-YES.

SWELL. NOW, I WANT YOU TO MIX ME UP *SOMETHIN'* POTENT--

--AND I WANT IT BY TOMORROW.

AND, DOC... *SMILE!*

MEANWHILE, IN THE DEAN'S OFFICE...

PETER, YOUR GRADES HAVE BEEN SLIPPING -- NOT DISASTROUSLY, BUT ENOUGH TO CAUSE ME ALARM.

ANYTHING...*OUTSIDE* BOTHERING YOU, LAD?

NOT A THING, SIR.

APART FROM AUNT MAY'S HEALTH AND MONEY WORRIES--

--HASSLES AT THE BUGLE AND NO STEADY GIRL FRIEND AND ALL THE BADDIES WHO WANT TO BASH ME INTO A GREASE SPOT...

JUST THOUGHT I'D HAVE THIS CHAT, LAD.

WE WOULDN'T WANT YOUR TEACHING ASSISTANT STATUS ENDANGERED, WOULD WE?

I'LL TRY TO DO BETTER, SIR.

HUNH? MY SPIDER-SENSE... BANGING LIKE A BRASS BAND FALLING DOWN STAIRS.

EXACTLY ELEVEN SECONDS LATER...

I HOPE THIS IS A FALSE ALARM. ON TOP OF THE DEAN'S LITTLE CHEWING-OUT--

--I DON'T NEED ANY MORE GRIEF.

BUT THE OL' SPIDER-SENSE IS *NEVER* WRONG... DARN IT.

YEP... THERE'S THE TROUBLE--

--IN THE FORM OF THE *LAST* HEAVY I EXPECTED TO SEE.

RAMROD! THAT METAL PLATE IN HIS HEAD LITERALLY MAKES HIM A MAN OF STEEL! HE'S A CYBORG WITH SUPER-STRENGTH AND SPEED!

HIYA, CUTIE! GRADUATED FROM CHARM SCHOOL YET?

SPIDER-MAN! WE AIN'T MIXED IT SINCE *FRISCO* THAT TIME! *

*WAY BACK IN *DARE-DEVIL* #103.-- TOM.

AW... YOU REMEMBERED.

WHAT BRINGS YOU TO NEW YORK--?

IS THERE AN *UGLY CONVENTION* IN TOWN?

LEARNING IS GOOD

STILL THE WISE-MOUTH, HUH?

ALWAYS BEFORE WHEN WE TANGLED, YA GOT *LUCKY*--OR YA HAD HELP. THAT'S HOW YA BEAT ME!

OH, I DUNNO... I'D LIKE TO THINK MY STRENGTH, SKILL--

--AND *SPEED* HAD SOMETHING TO DO WITH IT.

YOU *DO* REMEMBER THE OL' SPIDER-SPEED, DON'T YOU?

DON'T TELL ME... YOU'RE TRYING OUT FOR THE HEADACHE TEAM, RIGHT?

SMART *PUNK.* MAYBE I CAN'T CATCH YOU--

-- BUT I CAN SURE SQUASH A BUNCH OF THESE *OTHER* SNOTS.

HUH OH... HE'S LOST WHATEVER CONTROL HE *HAD*... AND GONE *CRACKERS.*

I'D FORGOTTEN HIS BONE-DEEP *MEANNESS*... HIS UNREASONING *HATRED!*

MAYBE *HE'S* FORGOTTEN MY TRUSTY *WEB-SHOOTERS*--

HEY, KIDS... IF YOU LIKE THIS *SAFETY NET*, BE SURE TO TRY OUR *OTHER* FINE WEBBING PRODUCTS...

...BEDSPREADS... VACUUM CLEANERS... MOON ROCKETS...

WHERE'D *RAMMY* GO?

JUST THEN...

I AIN'T GOT TIME TO MESS WITH HIM. I'LL CLEAN HIS CLOCK WHEN I'M DONE WITH THAT CREEP IN BROOKLYN.

I'LL JUST DUCK INTO KISSICK'S LAB TILL THE COAST IS CLEAR.

NO SIGN OF HIM. HOW THE HECK DID HE GET AWAY SO *FAST*?

I DON'T HAVE THE ENERGY TO SEARCH THE CITY FOR HIM... ANYWAY, I HAVE A HUNCH HE'LL FIND *ME!*

LATER, AT PETER'S APARTMENT BUILDING...

MISTER PINCUS!

HELLO, NEIGHBOR.

HOW'S THE *SINGING CAREER* COMING?

FUNNY YOU SHOULD ASK. I GOT WHAT YOU CALL A "*GIG*" IN BROOKLYN TOMORROW NIGHT--

"--AND I WANT YOU SHOULD HAVE THIS FREE PASS."

UH, THANKS.

ACROSS TOWN, ANOTHER -- FAR MORE SINISTER -- EXCHANGE IS TAKING PLACE...

THIS STUFF'LL DO WHAT I WANT, DOC?

YES... A TINY AMOUNT WILL DRIVE A MAN INTO A FRENZY ... WITHIN MINUTES.

WITHIN AN HOUR... DEATH!

PERFECT! THAT GUY MICKEY'LL BE REAL SORRY HE EVER CROSSED ME -- HIM AND ALL HIS CUSTOMERS, TOO.

PLEASE LEAVE, BEFORE SOMEONE SEES YOU.

YEAH, I'LL SCRAM... ON ACCOUNT OF I GOTTA GET TO BROOKLYN.

HEY DOC... SMILE.

BROOKLYN -- IN A NEIGHBORHOOD THE CHAMBER OF COMMERCE DOESN'T BRAG ABOUT...

MICKEY'S

JUNK WORLD

I SHOULDN'T REALLY BE HERE -- NOT WITH A CHEM CLASS TO PREPARE. BUT MISTER PINCUS IS SUCH AN AWFUL SINGER --

-- I CAN'T RESIST CHECKING OUT HOW HE DOES IN PUBLIC.

INSIDE THE SMOKY, NOISY ROOM, PETER IS SURPRISED TO MEET--

BIF RIFKIN AND DEBBIE WHITMAN! I DIDN'T EXPECT TO FIND YOU IN A COUNTRY-AND-WESTERN CLUB!

I FIND RURAL MUSIC SO... ETHNIC, DON'T YOU, PETEY-O?

ER, HELLO, PETER.

BARKEEP, TWO OF YOUR FINEST.

SHORE THING, PARDNER.

POOR PETER! HE LOOKED SO LOST-- SO LONELY...

SLURRPP

I REALLY LIKE HIM, BUT HE NEVER SEEMS TO HAVE TIME FOR ME. BIFF DOES.

LISSEN UP, Y'ALL. HOMBRE DOWN THAR SAYS HE'S A'BUYIN'--

--FREE BEER!

WHOOPPEE-TI-YI-YI.

SPIDER-SENSE -- REACTING TO THE BEER -- TELLING ME WHAT'S IN THAT GLASS IS A NO-NO!

I'LL PASS.

TENDERFOOT, HUH?

JUST THEN...

MICKEY'S CAFE IS PROUD TO PRESENT --LONESOME PINKY!

SO HALLO TO ALL YOU COWBOYS AND COWLADIES... AND OWLHOOTS ...AND THINGS.

A LITTE SONG FROM THE PRAIRIE MAYBE, NOW?

♪ OH THEY WOULDN'T LET ME RIDE THE RANGE 'CAUSE I HAD A BAD CASE OF THE MANGE ♪

THAT'S WHY I'M SINGING THESE HONKY TONK BLUES AND ALSO MINDING MY P'S AND Q'S ♫

PUT A *BAG* ON IT--

--AND *SINK* IT SOMEPLACE.

HE'D HAVE TO BE TWICE AS GOOD TO BE *ROTTEN.*

I'VE HEARD BETTER MUSIC FROM A CAT WITH ITS TAIL CAUGHT IN A WRINGER.

YOU DON'T LIKE?!?

I'M SORRY. I'LL GO AWAY.

POOR MISTER PINCUS...

HEY... SUDDENLY I'M FEELING KIND'A *LOOSE* ...AND MUSHY.

ME, TOO.

WHAT THE--???

THOSE PEOPLE ARE GOING *MAD!*

I NEED A PLACE TO CHANGE!

A PHONE BOOTH--?

TELEPHONE

NAH! EVEN I'M NOT THAT CORNY!

SHEESH! THIS MUST BE MY DAY FOR CLICHES!

BUT I GUESS BEGGARS CAN'T BE CHOOSERS!

LUCKILY, EVERYBODY'S TOO WHACKED-OUT TO NOTICE ME BACK HERE!

THEN...

HOWDY, FOLKS! IT'S OL' SAGE-BRUSH SPIDEY-- COME TO RESTORE THE PEACE.

HEY, PARD, THAT AIN'T NO WAY TO TREAT A LADY--

--ASSUMING THAT'S WHAT SHE IS.

I PLUMB FORGOT MY LASSO. RECKON MY WEBBING'LL HAVETA DO.

HEY! LEMME GO!

THEY AREN'T RESPONDING TO MY HOKEY MOVIE DIALOGUE--

--OR ANYTHING ELSE.

THEY'VE BEEN TRANSFORMED INTO CRAZED ANIMALS!

THE PROBLEM IS TO STOP THEM WITHOUT HURTING THEM--

--AT LEAST ANY MORE THAN THEY'RE HURTING THEMSELVES.

SPIDER-MAN--!

WEB-SWINGER, I DON'T KNOW WHERE YOU CAME FROM -- BUT YOU GOTTA HELP ME, MAN!

THEY'RE GONNA WRECK MY PLACE --PUT ME OUT OF BUSINESS!

THE BARKEEP AND I SEEM TO BE THE ONLY ONES IN THE PLACE WHO'VE REMAINED SANE! BUT WHY--?

NOT THE **ONLY** ONES, SPIDEY...

WHAT IS HAPPENING? I HEARD SO MUCH NOISE!

MEN

GET OUT HERE.

TEL

I'M SORRY FOR BEFORE! I WAS SO TERRIBLE! YOU DON'T HAVE TO PAY ME...

NEVER MIND *THAT* NOW!

DO **SOMETHING**, MAN! SING... PLAY... ANYTHING TO HELP QUIET DOWN THIS CROWD!

THEN...

WHAT THE--? PINKY STARTED PLAYING AND THE CROWD FROZE.

FAR OUT! MUSIC DOES SOOTHE THE SAVAGE BREAST!

I'LL TILT THE SPOTLIGHT ON HIM... AND HOPE.

THE SONG IS DIFFERENT. IT IS NOT OF PLAINS AND PRAIRIES. NO... IT IS OF HATE-FILLED VOICES SHRIEKING IN TENEMENT HALLS--OF THE HOSTILE STARES OF LONELY STRANGERS--AND OF STANDING ALONE ON A STREET CORNER ON THE COLDEST NIGHT OF THE YEAR...

IT IS PLAINTIVE AND PAINED AND QUITE BEAUTIFUL...

I GUESS LONESOME PINKY JUST WASN'T CUT OUT FOR COUNTRY AND WESTERN!

HE SEEMS TO BE HOLDING THEM. HE'S BUYING ME TIME--

--TO SEE THE ONE MAN WHO MIGHT KNOW WHAT FREAKED THOSE PEOPLE... AND HOW TO CURE THEM!

IF ANYBODY CAN FIGURE OUT AN ANTIDOTE, DOC KISSICK CAN.

I ONLY HOPE I CAN FIND HIM BEFORE THEY BUG OUT AGAIN!

I'D BETTER MOVE! IT'S A LONG WAY BACK TO MANHATTAN!

IT IS, BUT HE'S FAST, AND SO...

I HOPE KISSICK'S NOT OUT ON THE TOWN...

NO! THERE'S A LIGHT IN HIS WINDOW!

HIYA, DOC. I WANT TO ASK YOU SOME QUESTIONS ABOUT A CERTAIN *DRUG*...

SPIDER-MAN! HERE--??? I DON'T KNOW HOW YOU FOUND ME, BUT IT--IT WASN'T MY FAULT. HE *FORCED* ME TO DO IT--!

HOO-BOY. HE'S BABBLING. SOUNDS LIKE A BAD CASE OF GUILTY CONSCIENCE.

DO GO ON.

FORCED YOU TO DO WHAT?

SUPPLY THE POISON... A POWERFUL HALLUCINOGENIC THAT'S FATAL WITHIN NINETY MINUTES.

I'VE PREPARED AN ANTIDOTE AT THE UNIVERSITY LAB, BUT I'VE BEEN AFRAID TO USE IT--

--AND AFRAID *NOT* TO. I JUST DON'T KNOW WHAT TO DO.

ANYWAY, IT'S TOO LATE NOW. I COULD NEVER GET IT TO BROOKLYN IN TIME.

BUT MAYBE *I* COULD.

FOR THREE-QUARTERS OF AN HOUR PINCUS HAS BEEN SINGING AND HIS VOICE IS GROWING HOARSE...

SOMEHOW, THAT ONLY MAKES HIS SONG MORE POIGNANT...

THERE IS, HOWEVER, NOTHING POIGNANT ABOUT SPIDEY'S DESPERATE JOURNEY TO EMPIRE STATE UNIVERSITY...

I WEBBED UP KISSICK AND LEFT HIM FOR THE POLICE.

HE SAID THE ANTIDOTE IS IN HIS LAB--!

IF HE'S LYING, ALL THOSE PEOPLE IN MICKEY'S ARE DEAD--

--INCLUDING BIFF AND... DEBBIE.

WONDER HOW PINKY'S DOING? IF HE STOPS SINGING, THOSE PEOPLE WILL SCATTER INTO THE CITY... AND I'LL NEVER BE ***ABLE*** TO SAVE THEM.

AFRAID TO STEP INTO A ROOM ♪ AND FIND WHAT ISN'T THERE ♪

VERY HOARSE NOW...

MADE IT! NOW, IF I CAN ONLY FIND THE RIGHT BOTTLE...

AFRAID TO TOUCH SOME LONELY THING ♪ LEFT BY ONE WHO DOESN'T CARE ♪

VERY, VERY HOARSE...

BINGO! THIS IS ***IT***... PROBABLY THE MOST PRECIOUS OBJECT I'VE EVER HELD!

I FIGURE I'VE GOT FEWER THAN FIFTEEN MINUTES TO DELIVER IT--

--OR A HUNDRED INNOCENT MEN AND WOMEN DIE.

NINE OF THOSE MINUTES PASS AND...

I'VE BEEN MOVING AT TOP SPEED SINCE THIS BEGAN!

CAN'T TAKE MUCH MORE OF IT! REALLY CRUMBLING OUT--!

BUT THERE'S MICKEY'S! IT LOOKS CALM. I THINK I MADE IT. I'M NOT TOO LATE--!

OH, NO! MY SPIDER-SENSE-- FULL BLAST!

ONE THING I DON'T NEED NOW IS MORE TROUBLE--

--BUT I GUESS I GOTTA HANDLE IT!

THE VIAL OF ANTIDOTE WILL KEEP ON THE ROOF WHILE I DEAL WITH THIS JERK!

SPIDER-MAN! I MIGHTA KNOWN A PUNK LIKE YOU WOULD TRY AND SPOIL MY REVENGE!

SO! YOU'RE THE ONE WHO POISONED THE CROWD INSIDE!

IT WASN'T RONALD REAGAN, CHUMP.

'SIDES, ALL THEM PUNKS DESERVE IT FOR SUPPORTIN' THAT CRUDDY EXCUSE FOR REAL ***COUNTRY MUSIC!***

I ***TOLD*** THE OWNER HIMSELF WHERE HE COULD FIND A ***REAL*** COUNTRY SINGER-- BUT TH' BUM WOULDN'T EVEN GIVE ME AN ***AUDITION!***

WHEN IT COMES TO GRUDGES, THIS GUY TAKES THE FRUIT-CAKE!

I'VE HEARD OF TELEGRAPHING PUNCHES, BUT THAT'S THE FIRST TIME I'VE SEEN ONE SENT BY *MAIL*--

--FOURTH CLASS, MAIL!

KCHAK

AND IF YOU EXPECT ME TO ASK IF THIS IS HOW YOU GET YOUR KICKS...

FORGET IT!

I CAN KNOCK HIM AROUND ALL NIGHT WITHOUT *STOP-PING* HIM.

THAT *STEEL SKELETON* HE'S GOT INSIDE HIM MAKES HIM THE *TOUGHEST* OF TOUGH CUSTOMERS.

BUT I'VE GOTTA GET PAST HIM--

--AND I'VE GOTTA DO IT WITHIN THE NEXT FEW MINUTES--OR PEOPLE *DIE!*

MAYBE THERE'S SOMETHING IN THIS *JUNK YARD* THAT'LL SERVE AS A WEAPON.

C'MON, RAMMY! WHY DON'T YOU SAVE US BOTH A LOT OF HASSLE ...AND GIVE UP?

JUNK WORLD

NAW... I'M GONNA *MASH* YA.

NO MATTER HOW FAST YOU ARE-- YA CAN'T AVOID ME *FOREVER!*

I WON'T *HAVE* TO--

BAM-AM-AM

--YOU'LL DIE OF OLD AGE LONG BEFORE YOU GET AROUND TO TAKING YOUR NEXT SHOT.

KLAMB

YOU'VE RUN YERSELF INTO A *DEAD END*, PUNK!

NEVER! IF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN CAN'T GO BACKWARD OR FORWARD--

--HE CAN ALWAYS GO *UP!*

I'VE BEEN MEANING TO ASK YOU SOMETHING, RAMMY... WITH ALL THAT METAL IN YOUR INNARDS--

--AREN'T YOU AFRAID YOU'LL RUST?

KEEP TALKIN', SONNY. IT'LL MAKE IT ALL THE MORE SATISFYIN' WHEN I RIP YA APART.

I COULD GET PAST HIM EASILY ENOUGH --BUT HE'D PROBABLY GET TO MICKEY'S BEFORE I COULD ADMINISTER THE ANTIDOTE.

NO, I'VE GOT TO STOP HIM-- PUT HIM OUT--AND *FAST!*

I FIGURE I'VE GOT ABOUT THREE MINUTES LEFT.

HOW DO YA LIKE *THIS*, PUNK?

NOT MUCH. GREEN'S NOT MY FAVORITE COLOR AND WITH THE SHAPE IT'S IN, YOU COULDN'T GET MORE THAN FOURTEEN BUCKS ON A TRADE-IN.

FRAASH

I'M GETTING TO HIM ... FINALLY! HE'S LOSING HIS COOL ... GETTING CARELESS! WITH LUCK, I CAN SET HIM UP FOR THE ONLY IDEA I'VE GOT!

HEY, RAMMY--YOU *THROW* JUST ABOUT AS WELL AS YOU *HIT*--

--LIKE A *TURTLE* WITH *ARTHRITIS*.

YA STINKIN' LITTLE--

AWWWW ... DID I HURT YOUR FEELINGS? POOR BABY!

TIME TO SLIP THE INSULT ROUTINE INTO HIGH GEAR. I DON'T FEEL MUCH LIKE IT, WITH THE LIVES OF A HUNDRED PEOPLE AT STAKE, BUT...

DON'T TELL ME... YOU'RE DOING YOUR FAMOUS *RING-TOSS GAME* IMITATION.

OR ARE YOU JUST FEELING *TIRED?*

HAVE YOUR FUN NOW... 'CAUSE WHEN I GET MY HANDS ON YOU...

YOU'LL DO *WHAT,* DUMMY--

--SKIN MY *KNEE?*

LISTEN, THE DAY A BLUSTERING BULLY LIKE YOU SCARES ME, IS THE DAY I TRADE IN MY WEB-SHOOTERS FOR A ROCKING CHAIR.

AND EVEN THEN, I'LL BE MORE THAN A MATCH FOR YOU

WHY, YOU--!

YOU READING ME LOUD AND CLEAR, RAMS? YOU GETTING THE PICTURE?

IN MY BOOK YOU ADD UP TO A BIG FAT *ZERO!*

BLONG

A PITCHING ACE YOU'RE NOT!

EVER CONSIDERED TRYING OUT FOR THE *TIC TAC TOE* TEAM?

FINALLY... HE'S IN POSITION.

NOW IF I CAN QUICKLY DOPE OUT HOW THIS CONTRAPTION WORKS

BLONG

SO! YOU'VE DECIDED TO SIT STILL AND TAKE YOUR *MEDICINE.*

NO, I'VE DECIDED TO GIVE YOU *YOURS!*

HE-E-E-E-Y!

TAKE ONE STEEL SKELETON ... MIX WITH ONE ULTRA-POWERFUL ELECTRO-MAGNET--

--AND YOU'VE GOT THE RECIPE FOR A *HUNG-UP HEAVY!*

DON'T GO 'WAY, HEAR?

GOTTA GET TO *MICKEY'S--!*

MEANWHILE...

I... I... CAN'T... SING...

...ANY-MORE.

BUT HEY! DON'T LET THE PARTY DIE!

YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN'S ON THE SET -- WITH A CONCOCTION THAT'LL CURL YOUR TEETH.

STEP THIS WAY, LADIES AND GENTS --

--'CAUSE LIKE THE MAN SAID EARLIER --

--FREE DRINKS!

THOUGH THEIR MINDS ARE NUMBED, THE PATRONS DIMLY UNDERSTAND...

ACCORDING TO KISSICK --

--A DROP IN EACH GLASS --

--WILL DO THE TRICK!

THEN...

IT'S WORKING. THEY'RE COMING BACK TO THEIR SENSES. THEY'RE GONNA MAKE IT!

NO POINT IN STICKING AROUND. I HATE TAKING BOWS.

W-WHERE AM I?

WAS... THAT THE BARTENDER WHO WAS WEARING A MASK?

YEAH... WHO *WAS* THAT MASKED MAN?

INSIDE, FORGOTTEN, STANDS THE HERO --AS VALIANT, IN HIS FASHION, AS ANY PEACE-MAKER IN HISTORY...

...NOT KNOWING WHETHER THIS HAS BEEN THE BEST NIGHT OF HIS LIFE, OR THE WORST...

...TRYING NOT TO CARE.

END

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the AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

FASTER than the eye!

Price FURRIERS TO THE TRADE

PLEASE, DON'T SHOOT US!

BEHAVE AND YOU WON'T BE HURT!

BOING!

THIS MINK SHIPMENT IS WORTH A SMALL FORTUNE!

GET IT IN THE ARMORED VAN, AND LET'S GET OUT OF HERE!

Uh... BOSS-- WE GOT COMPANY!

AND SO THE NIGHT BEGINS!

BILL MANTLO WRITER | BOB HALL PENCILER | JIM MOONEY INKER | PARKER, Letters SEAN, colors | TOM DEFALCO EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

HI, GUYS!

OH, NO! IT'S SPIDER-MAN!

SPOK!

BEFORE THE FUR-SNATCHING GUNMEN CAN REACT, THE AMAZING SPIDER-MAN IS IN THEIR MIDST!

GEE, WHAT A RECEPTION! I'M SO GLAD TO SEE YOU THAT I'M DOING CARTWHEELS!

IT'S REALLY BEEN A SLOW NIGHT... UNTIL NOW!

SPAK!

Price FURRIERS TO THE TRADE

YOU WANT A WARM RECEPTION, WALL-CRAWLER?

EAT HOT LEAD!

OH, COME ON! I EXPECT THAT KIND OF DIALOGUE IN A RAYMOND CHANDLER NOVEL!

NOT IN REAL LIFE!

THIP

THWIP

MMMFFF!

I KNOW YOU JOKERS THINK YOU'RE TOUGH, BUT I HAVE THE PROPORTIONATE STRENGTH AND SPEED OF A SPIDER!

AND, FRANKLY, YOU'RE JUST NOT IN MY CLASS!

THAM

THE GANG LEADER-- HE'S GETTING AWAY IN THE ARMORED CAR!

THE MOTOR WAS LEFT RUNNING!

I'LL NEVER REACH HIM IN TIME!

VOOOMM

STILL, THERE'S MORE THAN ONE WAY TO SKIN A FUR-SNATCHER

BY LEAPING UP THE SIDE OF THIS BUILDING, I CAN USE MY WEBBING TO SWING AHEAD OF HIM--

--AND CORNER HIM IN THE ALLEY-WAY!

AJAX STORAGE AND MOVING

Price FURRIERS EST. 1928

SKREE!

NO SIGN OF THAT WEB-SLINGER! I GUESS HE'S NOT AS FAST AS HE'S CRACKED UP TO BE!

RIGHT! I'M FASTER!

YOU?! AGAIN?!

THIS ROAD'S CLOSED! KINDLY DETOUR TO THE LEFT!

What--?

I SAID GO LEFT-- TSK! TSK! PAY ATTENTION OR YOU'LL MISS THE FUN PART!

NOW WHAT DO WE KNOW ABOUT ALLEYWAYS?

WELL, THEY'RE DARK AND DIRTY-- BUT THAT'S NOT IMPORTANT!

THWP

THWIP

NO, THE THING TO REMEMBER ABOUT ALLEYWAYS IS THAT THEY'RE VERY, VERY NARROW-- AND THAT MAKES THEM RE-MARKABLY EASY TO WEB SHUT!

SKRASH!

SEE?

SO, REMEMBER-- SPEED'S NOT VERY IMPORTANT!

...WHEN THERE'S NO PLACE TO RUN!

CLASS DISMISSED!

SECONDS LATER...

YOUR MINKS ARE SAFE, GENTLEMEN! THEY'RE PARKED JUST AROUND THE CORNER!

CALL THE POLICE, WON'T YOU? I LEFT MY DIMES IN MY OTHER COSTUME!

Er... IS SOMETHING WRONG?

KEEP BACK! WE KNOW ALL ABOUT YOU!

YOU'RE A MENACE THE DAILY BUGLE'S SAID SO FOR YEARS!

YOU PROBABLY STOPPED THOSE HOODS SO YOU COULD STEAL OUR FURS YOURSELF!

I'LL COUNT TO TEN VERY SLOWLY--

-- AND THEN SWING AWAY BEFORE I TELL YOU WHERE YOU CAN STUFF YOUR FURS!

SUCH LANGUAGE WON'T BECOME A FRIENDLY NEIGHBORHOOD WEB-SPINNER!

AS THE POLICE ARRIVE, SPIDER-MAN RETRIEVES A WEBBED BUNDLE FROM ONE ROOFTOP--

-- AND A SMALL BELT-CAMERA FROM ANOTHER.

WELL, AT LEAST THIS EVENING HASN'T BEEN A TOTAL WASHOUT! THESE PHOTOS OF SPIDER-MAN IN ACTION SHOULD HELP PETER PARKER PAY THE RENT!

AND THE DRY-CLEANING BILL! LEAVING MY CLOTHES IN A WEB-SACK WHILE I DO MY WEB-THING IS HIGHLY CONDUCIVE TO CREASES!

THERE MUST BE AN EASIER WAY TO MAKE A LIVING! MAYBE I COULD APPLY FOR A GRANT!

NAH! THEN WHENEVER I SWUNG INTO ACTION, I'D HAVE TO SHOUT: "THE AMAZING SPIDER-MAN IS FUNDED BY A GRANT FROM THE MOBIL CORPORATION."

WILLOUGHBY'S

ORLD'S LARGEST AMERA STORE

OPEN SUNDAYS

Willoughby's

PIZZA PALLOR

GIMB

BIG AL'S PIZZA

COFFEE TO GO

BEST DEALS

DONUTS

WHOA! NO SOONER DID I SWING OVER HERALD SQUARE--

--THAN MY SPIDER-SENSE WENT OFF LIKE A SMOKE-DETECTOR!

WILLOUGHBY'S

WORLD'S LARGEST CAMERA STORE

OPEN SUNDAYS

Willoughby's

SOME-THING'S WRONG-- BUT I DON'T SEE WHAT!

MINOLTA

CAMERA DEPT.

NEITHER DO THE SALESPEOPLE OR EARLY-EVENING CUSTOMERS IN WILLOUGHBY-PEERLESS, THE WORLD'S LARGEST CAMERA STORE...

SLOW NIGHT?

SO FAR.

FILM

DEPT.

SUDDENLY, A BLUE STREAK SLICES DOWN THE AISLES, CATCHING UP EXPENSIVE CAMERAS AND ACCESORIES IN THE VORTEX OF ITS PASSAGE!

WHA--?

OUR MOST VALUABLE ANTIQUE CAMERAS ARE BEING STOLEN--

--FASTER THAN THE EYE CAN SEE!

EXACTLY!

D-DID YOU HEAR?

IT TALKED! THE BLUE STREAK TALKED!

TALKED, LADIES AND GENTLEMEN? OF COURSE!

SOON THIS WHOLE CITY WILL BE *SHOUTING* IN AWE OF--

--THE SENSATIONAL *SPEED DEMON!*

PIZZA

THANKS FOR THE PUBLIC-SERVICE ANNOUNCEMENT, HOTFOOT! I'LL BE SURE TO BUY EARPLUGS!

SPIDER-MAN?!?

AH, THE PRICE OF FAME-- TO BE RECOGNIZED WHEREVER I GO!

FAME IS THE NAME OF *MY* GAME, WALL-CRAWLER!

FAME AND FORTUNE!

I WANT BOTH--

--AND I'M FAST ENOUGH TO *TAKE* BOTH!

THE RADIOACTIVE SPIDER-BITE THAT GAVE ME MY POWERS ALSO SPEEDED UP MY SENSES! I CAN *SEE* SPEED DEMON MOVING-- BUT HE'S TOO FAST! I CAN'T SEEM TO LAY A GLOVE ON HIM!

I'D LIKE TO STAY AND WATCH YOU SHADOW-BOX YOURSELF INTO EXHAUSTION, WEB-SLINGER--

-- BUT I REALLY MUST BE GETTING ON HOME!

AFTER ALL, I HAVE ALL THESE CAMERAS TO FIND PROPER HOMES FOR!

ONE WAY

WALK

SO, IF YOU'LL PARDON ME--I HAVE TO RUN!

eh? IT SEEMS I'VE UNDERESTIMATED YOUR SPEED, SPIDER-MAN! I WOULDN'T HAVE THOUGHT YOU FAST ENOUGH TO SNAG ME WITH YOUR WEBBING!

IT WAS A QUESTION OF SPIDER-EGO! I DON'T LIKE HAVING ANYONE RUN CIRCLES AROUND ME!

BOWERY SAVINGS

BOWERY

LOAN

THWIP

THIS SHOULD SLOW YOU DOWN!

BUT THE WONDROUS WALL-CRAWLER SOON FINDS HIS TACTIC TURNED BACK AGAINST HIM.

WHAT THE--?! SPEED-DEMON'S TAKING OFF AT FULL-THROTTLE!--

--AND PULLING ME AFTER HIM!

EX FRUIT

METAL DESK CO. EST. 1901

Land's STATIONERS

Land's

Land's

PTAM!

TO PARA-PHRASE AN OLD ADAGE, WEB-SLINGER--

WEB THE WIND, AND YOU RIDE THE WHIRLWIND!

KEEP MOUTHING METAPHORS, SPEED-DEMON!

PAM!

SPAM

BAM!

WHIPPING MY WEIGHT AROUND IS SURE TO WEAR YOU DOWN SOONER OR LATER!

BLAST IT! HE'S RIGHT! I'M TIRING!

BAR

CARMINE'S MAGAZINES

TOBACCO

BUT I'VE GOT TO SHAKE SPIDER-MAN BEFORE I START TO SLOW DOWN!

Uh-oh! SPEED DEMON'S WHIRLING LIKE A TOP!

HE'S AS FAST AS QUICKSILVER-- MAYBE FASTER!*

I'M GETTING DIZZY! DON'T KNOW HOW MUCH LONGER I CAN HOLD ON!

*SPIDEY FOUGHT THE MUTANT SPEEDSTER QUICKSILVER WAY BACK IN AMAZING S-M #71:-TOM

NOT MUCH LONGER, IT SEEMS...

SO LONG, WEB-HEAD!

HAVE A NICE FLIGHT!

WEB'S STILL HOLDING ON TO SPEED DEMON--

--BUT I CAN'T HOLD ONTO WEBBING!

BAKAKA

SORRY TO HAVE BEEN SO HARD ON YOU, WALL-CRAWLER! SINCE THIS IS MY FIRST TIME OUT AS SPEED DEMON--I HAD TO PROVE MYSELF!

YOU JUST HAPPENED TO SHOW UP!

NOTHING PERSONAL!

TOMORROW IT'LL BE SOME-ONE ELSE-- AND I'LL RUN THEM RAGGED AS WELL!

T-TOMORROW?

YEAH! I'VE GOT MY SIGHTS ON ROBBING THE BIGGEST DEPARTMENT STORE IN TOWN--IN BROAD DAYLIGHT!

AND YOU'RE TELLING ME--?

BAK

WHY NOT? I KNOW THERE'S NO WAY YOU CAN STOP ME!

NO ONE ELSE HEARS SPEED DEMON'S BOAST, AND THEN THE VILLAIN IS GONE... FASTER THAN THE EYE CAN SEE!

EARLY, THE NEXT DAY...

DAILY BUGLE

IT'S AN OUTRAGE, I TELL YOU! AN ABSOLUTE OUTRAGE!

DAILY BUGLE

SINISTER SPEEDSTER STRIKES AGAIN!!

ED DEMON AMERA TOWN

A NEW SUPER-VILLAIN ROBS A CAMERA STORE AND FIGHTS SPIDER-MAN BEFORE DOZENS OF PHOTOGRAPHERS!

-- AND THE DAILY BUGLE DOESN'T HAVE ONE SINGLE *PICTURE* OF HIM?!?

THE WIRE SERVICES STRUCK OUT, TOO, JONAH!

SORRY, Mr. JAMESON, THE ACTION WAS OVER BEFORE I GOT THERE!

NOT TO FEAR-- PARKER'S HERE!

WITH PICTURES? OF SPEED DEMON? LET ME SEE THOSE!

AXELS

SPIDER-MAN FIGHTING FUR THIEVES! SPIDER-MAN IN ACTION AGAINST...

AGAINST WHAT, PARKER? ALL I SEE IS THAT BLASTED WALL-CRAWLER IDIOTICALLY BATTLING A *BLUR*!

BLUR?

OH, NO! IN THE LOW LIGHT LAST NIGHT, I MUST HAVE HAD MY SHUTTER SET TOO SLOW TO STOP SPEED DEMON'S MOTION--AND I WAS IN SUCH A HURRY TO GET JJJ THE PHOTOS THAT I DIDN'T EVEN CHECK THEM AFTER THEY WERE DEVELOPED IN THE BUGLE'S LAB!

WAIT! HERE'S ONE! PARKER, YOU'VE DONE IT!

ROBERTSON, REMAKE PAGE ONE!

MISS GRANT, TELL THEM TO STOP THE PRESSES!

YOU MEAN YOU'RE RUNNING PETER'S PHOTO?

YOU BET I AM! GIVE THAT BOY A BONUS! HE TOOK THE KIND OF PICTURE THAT'S MADE THIS NEWSPAPER FAMOUS!

YOU CERTAINLY DID, PETER!

CUTTING IN ON MY TERRITORY, PARKER? AND I THOUGHT YOU WERE THE GUY WHO TRIED TO MAKE SPIDER-MAN LOOK *GOOD*?!

I THOUGHT SO TOO, LANCE!

BUT SOMETIMES I'M MY OWN WORST ENEMY!

LATER, IN AN EAST SIDE PENTHOUSE...

"SPEED-DEMON DEFEATS SPIDER-MAN!" DELICIOUS!

AND THAT PHOTO ON THE FIRST PAGE!

I DIDN'T NOTICE THE PHOTOGRAPHER WHO TOOK IT, BUT I HOPE HE'S WELL-REWARDED!

I CERTAINLY HAVE BEEN, EVEN THOUGH YESTERDAY WAS THE FIRST TIME I ALLOWED MYSELF ANY RECOGNITION!

METROPOLITAN MUSEUM APRIL - 81

PICASSO MOMA

BRANCUSI - 1920

TIFFANY'S I-

FOR WEEKS NOW, I HAVE BEEN LOOTING MUSEUMS, STORES, GALLERIES--ALL TOO FAST FOR THE EYE TO SEE. AFTER ALL, A MAN WITH MY POWER DESERVES THE BEST OF EVERYTHING!

I'M THROUGH WITH BEING A SECOND-RATER! EVER SINCE THAT COSMIC GAMESMAN, THE **GRANDMASTER**, APPEARED TO ME AND HELPED ME CONCOCT A SUPER-SPEED CHEMICAL, I KNEW I COULD NEVER GO BACK TO BEING A MERE CHEMIST!*

*AVENGERS #70.--TOM.

"BUT AS THE **WHIZZER**, A MEMBER OF THE SQUADRON SINISTER, I KEPT FINDING MYSELF ON THE LOSING END OF BATTLES WITH THE LIKES OF THE AVENGERS!

"AFTER MY LAST DEFEAT,* I DECIDED TO LAY LOW FOR A WHILE AND FIGURE OUT WHAT I WAS DOING WRONG. THEN, I IMPROVED UPON MY ORIGINAL FORMULA, ENABLING ME TO MOVE FASTER THAN EVER!

*AVENGERS ANNUAL #8.--TOM.

WITH MY NEW SPEED, I'M READY TO MAKE A CLEAN BREAK FROM THE PAST. LET THE ORIGINAL WHIZZER HAVE HIS NAME BACK.

APOLLO

I'M GOING FOR A NEW LOOK--A NEW IMAGE--A NEW NAME ALL MY OWN!

FROM THIS DAY FORTH, I SHALL BE A CONTENDER--AN UNSTOPPABLE FORCE TO BE RECKONED WITH! FROM NOW ON, NOTHING SHALL STOP THE **SPEED DEMON!**

NOON...

Bloomingdale's

...AND A DESPONDENT PETER PARKER JOINS THE LUNCH-HOUR CROWDS THRONGING AWAY FROM THEIR DESKS TO A SHOPPER'S FANTASYLAND.

59TH ST.

BLOOMINGDALE'S! I CAME HERE ONCE BEFORE-- AND I BARELY GOT OUT WITH MY BANK ACCOUNT INTACT!

BTOOH

Chond ANTI-FUNGUS SPRAY

IT'S ALL FLASH AND GLITTER-- MORE OF A STATE OF MIND THAN A STORE-- AND IT ATTRACTS SOME OF THE RICHEST CLIENTELE IN THE CITY...

WHICH MAKES IT THE PERFECT PLACE FOR THE SPEED DEMON TO MAKE A STAB AT THE FAME HE'S AFTER--

YVES ST. LAWRENT

-- AS WELL AS RAKING IN A FORTUNE IN PLUNDER!

BOOM

CALVKLIN

Young East Sider

DEVLON

SUDDENLY...

y.e.s

SPIDER-SENSE IS GOING OFF LIKE A THREE-ALARMER--!

HOT DOG! I SECOND-GUESSED HIM! HE'S HERE

GOOD DAY, SHOPPERS, AND WELCOME TO THE WONDERFUL WORLD OF BLOOMINGDALES!

THE CROWD'S NOT SURE HOW TO REACT! THEY THINK SPEED-DEMON'S PART OF THE STORE'S AMBIENCE!

Lexington AVENUE

Ah, DEAR LADY-- ALL AGLITTER AND AGLOW. WELCOME.

Ooh, MY PLEASURE, SIR!

NO, I ASSURE YOU, MADAME, THE PLEASURE IS MINE!

ALL MINE!

MY DIAMOND RINGS! MY GOLD NECKLACE AND BRACELETS! HE--HE STOLE THEM!

HELP!

NO HELP WILL BE FORTHCOMING, DEAR LADY--

-- FOR THERE IS NO ONE FAST ENOUGH TO STOP SPEED DEMON!

WATCHES, DIAMONDS, CASH...

... ALL ARE SWEPT UP BY SPEED DEMON BEFORE ANYONE CAN MAKE A MOVE TO STOP HIM!

ONLY PETER PARKER WAS AWARE OF THE IMPENDING ROBBERY-- AND EVEN HE HAS MOVED FAR TO SLOWLY TO PREVENT IT FROM TAKING PLACE...

YESTERDAY, I LEARNED THAT I COULDN'T BEAT SPEED DEMON AT HIS SUPER SPEED GAME--

HEY, DUDE! WAIT YOUR TURN!

--SO I MADE SURE THAT I KNEW THE LAYOUT OF BLOOMINGDALES BEFORE HE GOT HERE! TODAY THAT SPEEDSTER WILL PLAY BY SPIDEY'S RULES!

CHANGING ROOMS

OH, WOW!

THAT PUNKER DIDN'T GET A CHANCE TO SEE PETER PARKER'S FACE!

MEANWHILE...

PLAZA-2

ALAS, FAIR LASS--

PLAZA-2

OH!

--YOU DON'T HAVE "FUR" TO GO!

RACING UP THE DOWN ESCALATOR, SPEED DEMON REACHES THE SECOND FLOOR...

ALL THE WHILE THE SINISTER SPEEDSTER IS PURSUED, AT A CAUTIOUS DISTANCE, BY THE AMAZING SPIDER-MAN--

I DON'T EVEN THINK SPEED DEMON'S EVEN BEGUN LOOTING! HE'S JUST REVELLING IN THE DISPLAY OF HIS POWERS --

AND IN THE STOREWIDE PANIC HE'S CAUSING!

GOOD! LET HIM FRIGHTEN THE INNOCENT BYSTANDERS OUT! I WANT THE STORE EMPTY WHEN I TAKE HIM ON!

FASHION HEADWARE

CALVIN

SASSOON

BUT I DON'T WANT ANYONE HURT IN THE STAMPEDE!

GRACE!

BOBBY, SOMETHING SHOVED ME ASIDE! I'M FALLING!

AND SOMEONE ELSE IS GOING TO SET YOU BACK ON YOUR FEET, GRACE!

SEND THE THANK-YOU CARD TO *YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!*

SO FAR, SO GOOD! SPEED DEMON STILL DOESN'T KNOW I'M ON HIS TAIL --

--OR THAT I'M SEALING OFF HIS AVENUES OF ESCAPE!

BUT HE'LL LEARN SOON ENOUGH!

GOING UP, SHOES, STOCKINGS, LADIES' LINGERIE...

BEDDING! THESE EXPENSIVE SILK SHEETS WILL SERVE ADMIRABLY--

SLI

BEDDIN

CONVER

--AS A CATCH-ALL FOR MY ILL-GOTTEN GAINS!

WHAT HAVE I SWEPT UP AFTER ME? DIAMONDS! RUBIES! RARE WATCHES AND TIFFANY GLASS! THE STUFF OF WHICH *MY* DREAMS ARE MADE!

AND YET, STRANGELY, I FIND THE MATERIAL REWARD LESS SATISFYING THAN THE THRILL OF TAKING IT!

SAVOR BOTH YOUR LOOT AND THE MOMENT, SPEEDY--'CAUSE YOU'RE NOT GONNA HAVE EITHER FOR LONG!

SPIDER-MAN!?!

YOU BET! YOU PLAYED ME FOR A SUCKER YESTERDAY! I WANT A REMATCH!

YOU MUST BE A GLUTTON FOR PUNISHMENT, WALL-CRAWLER! I RAN YOU INTO THE GROUND ONCE, AND I CAN DO IT AGAIN!

LET'S SAY YOU WERE LUCKY, MOTOR-MOUTH! BUT TODAY LADY LUCK'S ON MY SIDE!

YOU'RE WARPED, WALL-CRAWLER! I'M GOING TO WHIP YOU SIX WAYS TO SUNDAY!

HE'S WHIRLING ABOUT AT SUPER-SPEED, CREATING HURRICANE-LIKE WINDS THAT ARE SUCKING ME TOWARD HIM!

STILL, I'VE SNARED HIS LOOT AND WEBBED IT TO THE CEILING--

--SO ALL I HAVE TO DO NOW IS CLING TIGHT AND RIDE OUT THE STORM WHILE SPEED DEMON GETS WHAT'S COMING TO HIM!

BUY A PERFECT KEEPER

SWEPT OFF THE DEPARTMENT STORE FLOOR BY THE SPEED DEMON'S HIGH-VELOCITY VORTEX-- PILLOWS, BEDS, AND MATTRESSES ARE DRAWN TOWARDS THE CENTER OF THE MAN-MADE STORM...

...UNTIL THEY PILE INTO THE VERY MAN WHO MADE IT.

CATCHING A FEW WINKS, FLEET-FOOT?

NOW THAT'S WHAT I CALL LYING DOWN ON THE JOB!

NOBODY TURNS MY SPEED AGAINST ME AND LIVES TO GLOAT ABOUT IT, SPIDER-MAN!

THEN JUST CALL ME "THE AMAZING NOBODY," SPEEDS, 'CAUSES I PLAN TO HOIST YOU BY YOUR OWN SWEAT-SOCKS!

YOU'VE CAST YOUR WEB-SPINNING SHADOW OVER THE LOVELY AFTERNOON I HAD PLANNED FOR MY-SELF, SPIDER-MAN!

BUT I'LL LIVE -- WHICH IS MORE THAN CAN BE SAID ABOUT YOU!

TSK-TSK! YOU'RE GETTING AHEAD OF YOURSELF, SPEEDY! YOU MAY BE THE BEST 50-YARD DASH MAN IN TOWN--

--BUT YOU'RE SO BUSY RUNNING OFF AT THE MOUTH THAT YOU'VE FORGOT-TEN TO LOOK WHERE YOU'RE GOING!

SEE?

WHA--? YOU LEAPED OUT OF THE WAY! CAN'T STOP IN TIME!

CURSE YOU, SPIDER-MAN...!

PUH-*LEASE!* THIS IS A *FAMILY* STORE!

HOUSEWARES

BY THE WAY, I'VE COOKED UP SOMETHING SPECIAL FOR YOU! THIS WAY!

WHAT--?

OH, JUST A LITTLE GEAR GREASE TO KEEP THOSE FLASHING FEET OF YOURS ON THE GO!

KITCHENWARES

I'M SLIDING! CAN'T GET ANY TRACTION!

REALLY? NOW ISN'T THAT REMARKABLE! I WOULD HAVE THOUGHT A FAST FELLOW LIKE YOU WOULD BE MORE SURE-FOOTED--

--"OIL" THE TIME!

OLIVE OI

BLOOMINGDALE'S

TRAVEL DEPARTMENT

SLIP SLIDIN' AWAY, SLIP SLIDIN' AWAY, YOU KNOW THE NEARER YOUR DESTINATION, THE MORE YOU'RE SLIP SLIDIN' AWAAAY...!

YOU'RE CRAZY, YOU KNOW THAT?

ONCE I CATCH MY BREATH--

I'VE BEEN MEANING TO TALK TO YOU ABOUT YOUR BREATH!

IT NEEDS SWEETENING! HERE, LET ME SEE IF *THIS* WILL DO THE TRICK!

ON COSMETIC BAR

P-PERFUME-- BLINDING-- CHOKING ME! GET IT OFF!

ARE YOU KIDDING? AT $50.00 AN OUNCE?!

I CAN'T SEE!

THE CLOYING CHEMICAL CONCOCTION DRIVES SPEED DEMON TO RACE BLINDLY THROUGH THE STORE.

A WIND OF HIS OWN CREATION WHIPS HIS FACE, WHISKING THE SCENT OUT OF HIS TEARING EYES...

B

... BUT NOT BEFORE HE HAS DONE HIMSELF HARM BY CAROMING FROM PILLAR TO POST...

FINALLY, REALIZING THAT THE POLICE MUST BE WELL ON THEIR WAY, SPEED DEMON DECIDES THAT HE WHO STRIKES AND RUNS AWAY...

EXIT

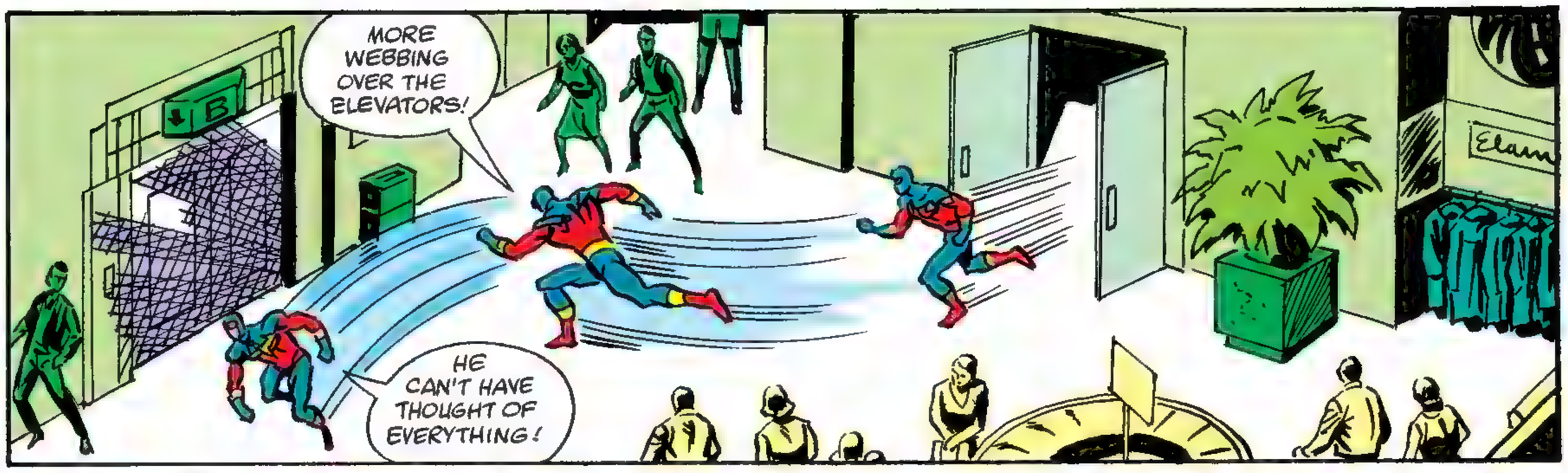
...MAY LIVE TO RUN ANOTHER DAY!

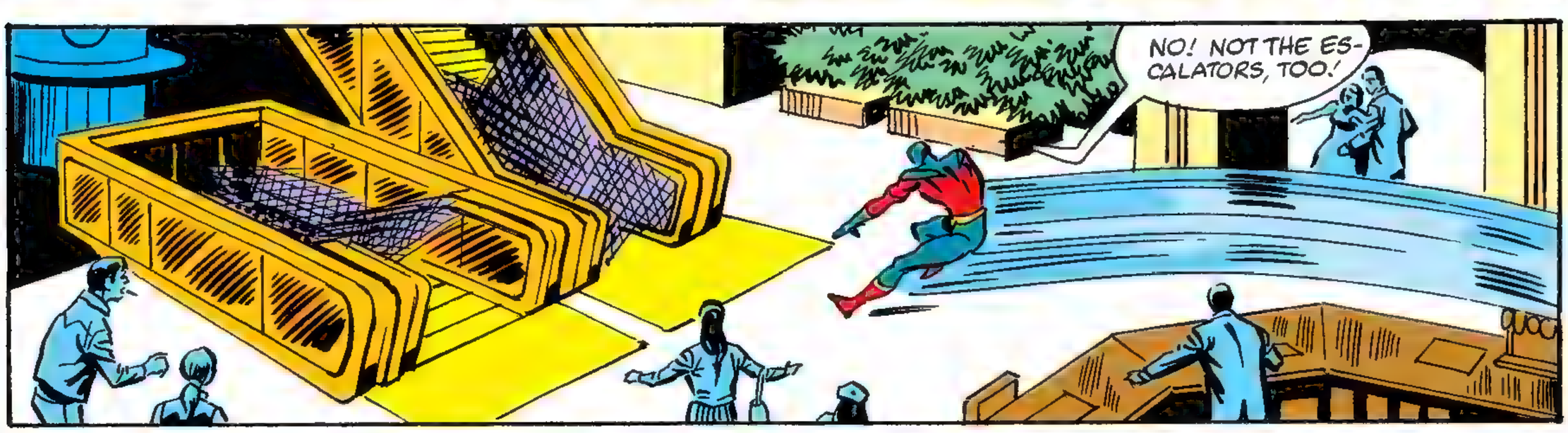
GOT TO GET OUT OF HERE!

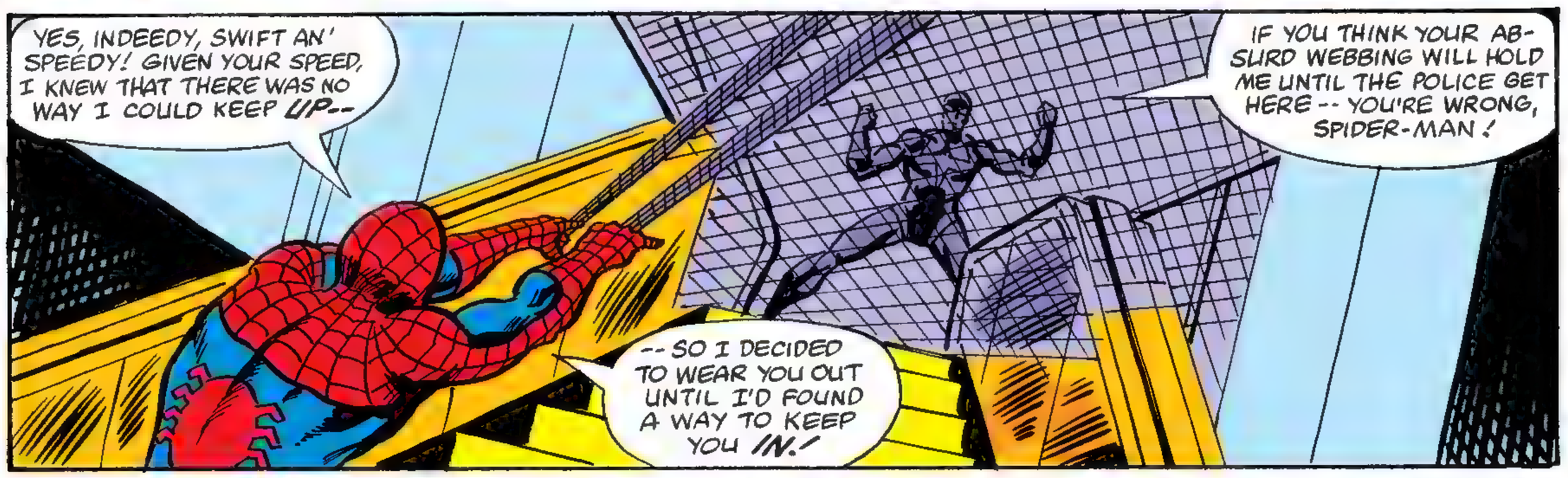
BUT, IT SEEMS THE SINISTER SPEEDSTER'S AVENUE OF ESCAPE HAS BEEN ANTICIPATED!

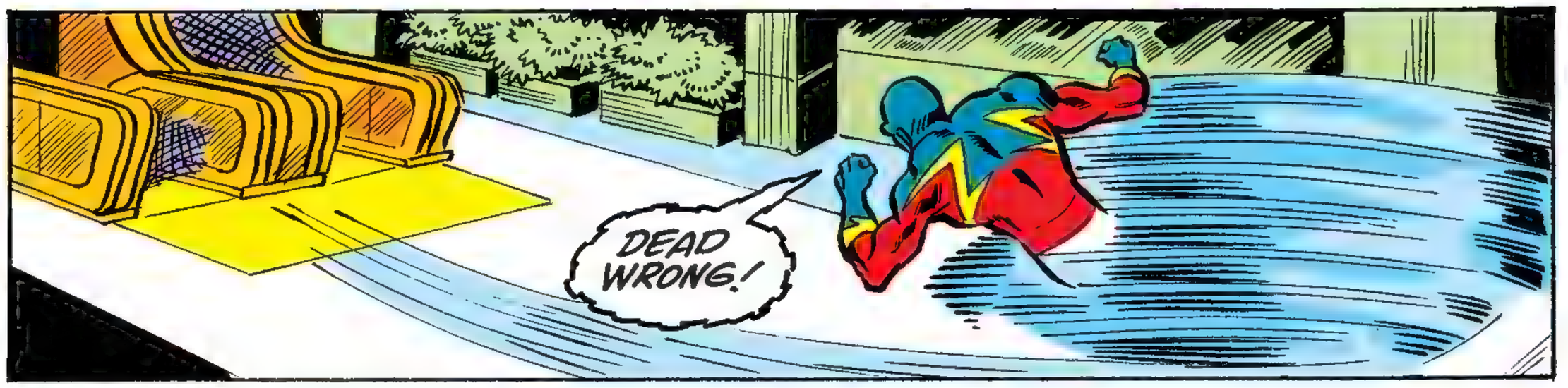
WEBBING BLOCKING THE STAIRWELL!

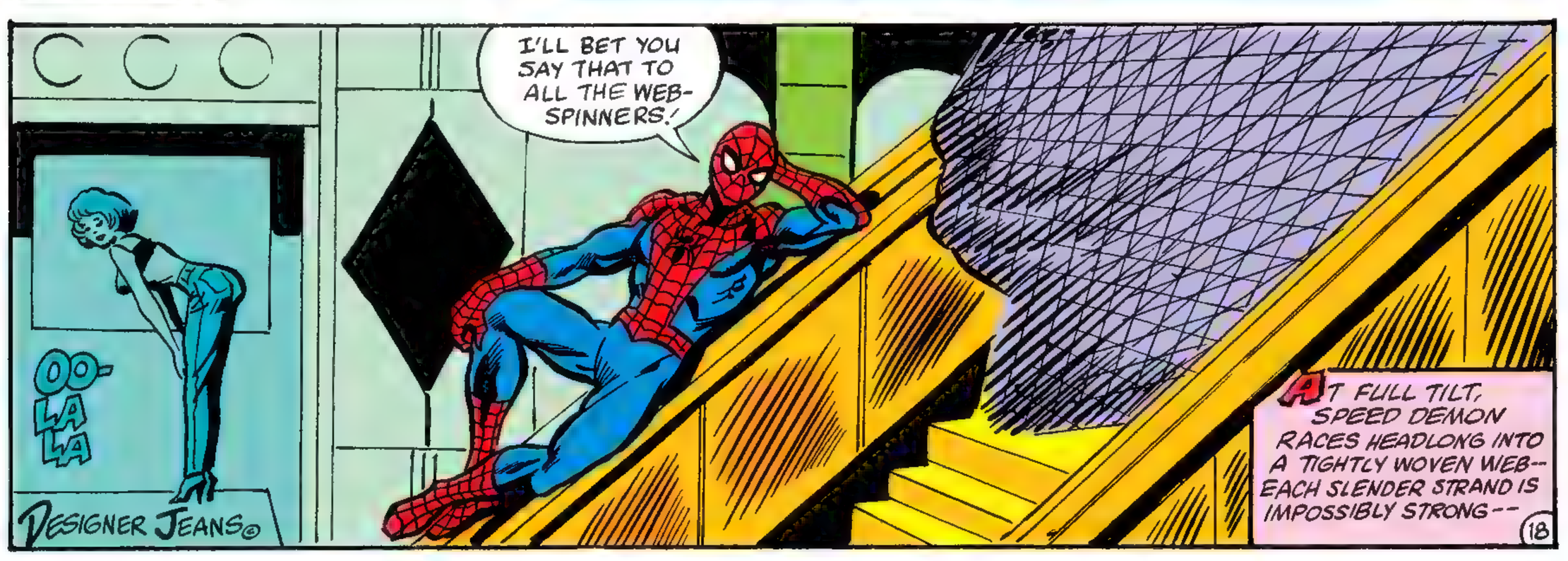
SPIDER-MAN'S WEBBING!


MORE WEBBING OVER THE ELEVATORS!
B
HE CAN'T HAVE THOUGHT OF EVERYTHING!


NO! NOT THE ES-CALATORS, TOO!


YES, INDEEDY, SWIFT AN' SPEEDY! GIVEN YOUR SPEED, I KNEW THAT THERE WAS NO WAY I COULD KEEP UP--
IF YOU THINK YOUR AB-SURD WEBBING WILL HOLD ME UNTIL THE POLICE GET HERE -- YOU'RE WRONG, SPIDER-MAN!
-- SO I DECIDED TO WEAR YOU OUT UNTIL I'D FOUND A WAY TO KEEP YOU IN!


DEAD WRONG!


I'LL BET YOU SAY THAT TO ALL THE WEB-SPINNERS!
OO-LA LA
DESIGNER JEANS©
AT FULL TILT, SPEED DEMON RACES HEADLONG INTO A TIGHTLY WOVEN WEB-- EACH SLENDER STRAND IS IMPOSSIBLY STRONG --
18

-- BUT, WHEREAS SPIDER-MAN'S WEBBING OVER EVERY OTHER EXIT HAD BEEN GIVEN A CHANCE TO DRY, THIS BARRIER IS NEWLY SPUN...

...AND YIELDS!

I'M THROUGH, WEB-CRAWLER! I MADE IT!

STRRK!

YOUR PATHETIC ATTEMPT TO IMPRISON ME HAS FAILED!

ASSUMING THAT THAT WAS MY INTENTION, SPEEDS... WHICH IT WASN'T!

NOPE! I WANTED YOU TO GET THROUGH ONE WEB-BARRIER... THIS ONE... AND TO BE HURTLING AT TOP-SPEED IN A DOWNWARD DIRECTION--

-- WHEN I DID... THIS!

YOU'RE SHOOTING WEBBING ACROSS MY PATH--?

THWIP

YOU'VE GOT AN EAGLE-EYE THERE, SPEEDS!

HAVE A NICE TRIP!

SEE YOU IN THE FALL!

SEEMS YOUR SUPER-SPEED DOESN'T DO YOU MUCH GOOD WHEN YOU'RE TUMBLING HEAD-OVER-HEELS THROUGH THE AIR!

IN FACT, MAYBE YOU SHOULD TRADE IN YOUR SNEAKERS FOR WINGS--

--'CAUSE HERE'S WHERE I SEND YOU FLYING!

SPOK!

SPORTING GOODS

SPLAM!

ACED AMONG THE adidas®!

POETIC JUSTICE, IF YOU ASK ME!

BUT YOU DIDN'T! YOU'RE OUT COLD!

AND I GUARANTEE YOU THAT THIS WEB-BING WILL BE QUITE DRY BY THE TIME YOU COME AROUND!

AS A CROWD GATHERS, SPIDER-MAN STANDS TRI-UMPHANTLY BEFORE HIS FALLEN FOE.

IT ALMOST SEEMS AS IF THE WALL CRAWLER WERE STRIKING A POSE...

INDEED, HE IS!

CLICK

AS AN AUTOMATIC CAMERA, SUSPENDED FROM A SLENDER WEB-LINE BEFORE THE BATTLE'S DENOUEMENT, RECORDS THE FINAL SCENE...

LATER...

HI, J.J.J! REMEMBER ME? THIS MORNING'S BONUS BOY?

NO DAWDLING! -- J.J.J.

DON'T PRESS YOUR LUCK, PARKER! I PAY ON THE BASIS OF RESULTS--NOT PAST HISTORY! WHAT HAVE YOU GOT FOR ME?

RESULTS, JOLLY J!

THE ULTIMATE JOGGER

SPIDER-MAN-- STANDING SMUGLY TRIUMPHANT OVER THE SPEED-DEMON?!

YOU'VE DONE THIS TO HUMILIATE ME, PARKER!

huh? I DON'T--!

YOU *KNOW* THAT THE BUGLE PUBLICLY PREDICTED THAT SPEED DEMON WOULD RUN SPIDER-MAN INTO THE GROUND ON THEIR NEXT ENCOUNTER!

GEE, I NEVER READ YOUR EDITORIALS...

I'LL BE A LAUGHING-STOCK! MY CREDIBILITY WILL NOSEDIVE!

HONEST, JONAH, I NEVER MEANT...

OH, YES YOU DID, PARKER! UNDERNEATH YOUR SHY, RETIRING FACADE--

--YOU'RE A SADIST WHO'S OUT TO GET ME!

YOU KNOW, JJJ-- YOU MAY BE RIGHT!

END

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BEGINNING SEPT. 12th ON NBC
SPIDER-MAN AND HIS AMAZING FRIENDS!

APPROVED BY THE COMICS CODE AUTHORITY

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the AMAZING SPIDER-MAN®

™

SUDDENLY... THE SUPER-APES!

ALL-NEW THRILLS AND CHILLS AS SPIDER-MAN DARES THE WRATH OF THE...
RED GHOST!

J.R.J.R.+

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

A BALMY SEPTEMBER EVENING ON THE CAMPUS OF EMPIRE STATE UNIVERSITY, AND **MOST** OF THE STUDENT BODY HAS LONG SINCE HEADED HOMEWARD.

BUT THERE **ARE** TWO FIGURES CROSSING THE QUADRANGLE TO-NIGHT, ONE OF THEM IN A VERY UNORTHODOX FASHION: GRADUATE STUDENT AND TEACHING ASSISTANT, PETER PARKER...

...A.K.A. THE AMAZING SPIDER-MAN!

LOOKS LIKE I'M NOT THE ONLY ONE DOING THE AFTER-HOURS BIT! THAT'S ROGER HOCHBERG, A FELLOW GRAD, HEADING TOWARD THE LIBRARY ANNEX.

THOSE ARCHIVES ARE OFF-LIMITS TO MOST STUDENTS--BUT HOCHBERG'S SUCH AN ALBERT EINSTEIN HE'S GOT HIS OWN **KEY!**

IT'S TOO BAD THAT-- OUTSIDE THE CONFINES OF ACADEMIA-- NO ONE'LL GIVE THE POOR GUY THE KEY TO THE **MEN'S ROOM**, LET ALONE BE HIS FRIEND!

NIGHT OF THE APE!

O'NEIL * DeMATTEIS * ROMITA, JR. * MILGROM * PARKER, letters WEIN, colors * DeFALCO * SHOOTER
PLOT SCRIPT PENCILS INKS EDITS KIBBITZ

BUT ALL THOUGHTS OF ROGER HOCHBERG ARE PUSHED ASIDE AS THE WALL-CRAWLER SWINGS OFF TOWARD THE CHEMISTRY LAB...

IT'S A SHAME HE CAN'T LINGER A FEW MOMENTS LONGER, AND FOLLOW HIS FELLOW STUDENT **INTO** THE LAB ANNEX.

THEN HE WOULD SEE THE MYOPIC LOOK ON ROGER'S FACE WIDEN IN CHILD-LIKE WONDER AS HE GAZES UP AT THE SEEMINGLY-ENDLESS STACK OF RARE VOLUMES AND FIRST EDITIONS...

...AND HE WOULD NO DOUBT REALIZE...

...THAT OTHER HUMAN BEINGS AREN'T THE **ONLY** FRIENDS A MAN CAN HAVE.

THAT SIMPLE AXIOM CAN BE APPLIED TO MANY PEOPLE...

...INCLUDING THE GENTLEMAN PRESENTLY MATERIALIZING BEHIND ROGER.

HIS NAME IS **IVAN KRAGOFF**, FORMER SOVIET SCIENTIST--THE WORLD'S GREATEST AUTHORITY ON COSMIC RAYS.

KRAGOFF'S **FRIENDS** ARE LOYAL, STOOP-SHOULDERED SIMIANS.

IN OTHER WORDS, SAY HELLO TO...

THE RED GHOST AND HIS SUPER-APES!

OH! OH... **MY!**

ROGER, OF COURSE, **DOESN'T** SAY HELLO.

HE DOES WHAT **ANY** RATIONAL BEING WOULD DO WHEN CONFRONTED BY SUCH A BIZARRE SIGHT...

HE RUNS--SCREAMING IN A BLIND PANIC!

OF ALL THE CURSED LUCK! WHO WOULD HAVE EXPECTED TO FIND SOMEONE HERE AT **THIS** HOUR?

DON'T JUST STAND THERE GAWKING, MY PETS--

"--GET HIM!"

CONSIDERING ROGER HAS JUST RUN HIMSELF RIGHT INTO A CUL-DE-SAC...

...HE SHOULD PROVE VERY EASILY "GOT"!

NO--PLEASE-- WHATEVER YOU ARE--

--DON'T HURT ME!

THE APE'S SOLE REPLY IS A SUB-GUTTURAL GRUNT...

...AND AN AWESOME DISPLAY THAT PROVES BOTH HIS UNBELIEVABLE STRENGTH...

...AS WELL AS HIS UTTER DISREGARD FOR THINGS LITERARY!

UNFORTUNATELY, IN PULLING DOWN THE MASSIVE BOOKCASE, THE GORILLA HAS ALSO RIPPED APART SOME ELECTRICAL WIRING...

...AND STARTED A BLAZE THAT QUICKLY GROWS TO FORMIDABLE PROPORTIONS!

NOT ONLY DOES THE RAGING CONFLAGRATION SCARE THE WITS OUT OF ROGER...

...BUT IT LEAVES THE LOPING BEAST IN A STATE OF FRENZY!

WHILE, ACROSS THE QUAD...

KLANG KLANG!

OH-OH! EITHER THE FACULTY HAS VOTED IN A PROGRAM OF LATE-NIGHT FIRE DRILLS--

--OR THAT BELL MEANS TROUBLE--WITH A CAPITAL T!

I GUESS MY WORK ON THAT NEW, IMPROVED WEB-FLUID WILL HAVE TO WAIT!

SOOOOO... EXIT PETER PARKER, BOY SCIENTIST--

--AND ENTER ONE WEB-SPINNING SPIDER-MAN!

ALTHOUGH, AT THE MOMENT, I'D RATHER MY NAME WERE FIRE-MAN!

IT LOOKS LIKE DANTE'S INFERNO IN THERE!

AH, WELL--

KA-KRASH!

--I DIDN'T GET WHERE I AM TODAY BY BEING CAUTIOUS!

SPIDER-SENSE IS GOING OFF.. WARNING ME OF DANGER--

--BUT I DON'T NEED IT TO TELL ME THAT ROGER AND I ARE A PAIR OF COOKED GEESE UNLESS I DO SOMETHING FAST!

AT LEAST THERE'S A FIRE EXTINGUISHER HANDY! FOR ONCE I'M IN--

-- LUCK--?!

WHAT THE DEVIL'S GOING ON HERE? THIS FIRE EXTINGUISHER FEELS... *ALIVE*-- AND NOW IT'S CHANGING SHAPE-- BECOMING --

--A BABOON?!!

*WHETHER IT IS THE RESULT OF LIGHTNING-FAST REFLEXES OR JUST THE RESPONSE OF AN **EXTREMELY** STARTLED MAN, EVEN SPIDEY DOESN'T KNOW...*

WAPP!

... MUCH LESS PONDER HOW A FIRE EXTINGUISHER CAN TURN INTO A MONKEY..

BUT THE WILD-EYED SIMIAN IS SUMMARILY BEATEN BACK BEFORE IT HAS A CHANCE TO SINK ITS FANGS INTO OUR HERO'S FLESH.

AND, BEFORE THE STUNNED WEB-HEAD CAN EVEN PAUSE TO CATCH HIS BREATH...

UNLESS I MISS MY GUESS, THAT'S ROGER--

HELLP!

-- SO I'D BEST SWING ON UP ABOVE THE MAYHEM AND GET A CLEARER VIEW OF THINGS!

AHA! *THERE* HE IS-- AND STILL IN AN UN-COOKED STATE!

NOT TO WORRY, BUNKIE-- THE CAVALRY'S HERE!

H-HE-HELP ME...P-PLEASE... HELP ME...

ROGER'S A WRECK-- AND MY WITTICISMS AREN'T HELPING HIM MUCH! HE DOESN'T NEED A COURT JESTER-- HE NEEDS A WAY OUT OF HERE!

AND THAT'S JUST WHAT HE'S GONNA--

--GET!

THOOOM

IT'S CERTAINLY HANDY HAVING THE PROPORTIONATE STRENGTH AND SPEED OF A SPIDER WHEN THE CHIPS ARE DOWN!

IT DOESN'T HURT WHEN THE FIRE DEPARTMENT MAKES A SPEEDY APPEARANCE, *EITHER!*

IT DOESN'T ?

ALL RIGHT, YOU MASKED MANIAC--IF YOU THINK YOU'RE GONNA GET AWAY WITH THIS LITTLE ARSON JOB--

YOU THINK THAT I--?!

WHEN THIS GUY COMES AROUND, I THINK HE'LL TELL A DIFFERENT TALE. BUT UNTIL *THEN*, BOZO--

--JUST KEEP YOUR OPINIONS TO YOURSELF, OKAY?

WEARY, DISGUSTED, THE ASTOUNDING ARACHNID SCRAMBLES OFF INTO THE SHADOWS...

... AS DOES AN EQUALLY-DISGUSTED RED GHOST.

FOR THE MOMENT, KRAG-OFF IS AS IGNORANT OF SPIDER-MAN'S PRESENCE ON THE SCENE AS THE WALL-CRAWLER IS OF *HIS*.

NIGHT MELTS INTO MORNING, MORNING INTO AFTER-NOON...

... AND, IN A RECONVERTED LOFT-SPACE IN MIDTOWN MANHATTAN...

I AM ASHAMED OF YOU!

OUR TASK WAS SIMPLICITY ITSELF--

--AND YOU *FAILED* ME!

WE HAD ONLY TO LOCATE A RARE MATHEMATICAL TREATISE WHICH WOULD PROVE AN INVALUABLE AID IN MY ATTEMPT TO INCREASE OUR COSMIC-RAY INDUCED POWERS!

WAS THAT *SO* HARD ?

DID YOU HAVE TO BRING FLAMING RUIN DOWN UPON OUR HEADS?

DID YOU HAVE TO ACT LIKE CHILDISH SHOW-OFFS INSTEAD OF MATURE ADULTS?

ONLY YOU, PEOTOR, PERFORMED WITH DECORUM-- AND YOU SHALL BE REWARDED--

REEEP?

--AFTER WE HAVE LOCATED THAT STUDENT WHO BLUNDERED ACROSS OUR PATH!

MY PRESENCE IN THIS COUNTRY-- LET ALONE THIS CITY-- MUST REMAIN A SECRET!

AND THE ONLY WAY IT WILL REMAIN A SECRET--

--IS THROUGH THAT YOUNG IDIOT'S BLOODY DEATH!

NOT A VERY PLEASANT THOUGHT.

BUGLE

ALL THE MORE REASON TO TAKE LEAVE OF THE RED GHOST AND COMPANY-- AND TURN OUR ATTENTION HERE--

-- TO THE EVER-BUSTLING OFFICES OF THE NEW YORK DAILY BUGLE...

WHERE WE FIND FREE-LANCE PHOTOGRAPHER PETER PARKER...

... IN THE MIDST OF A SOMEWHAT LUDICROUS CONVERSATION...

A MONKEY? THAT CAN CHANGE ITS SHAPE?

I KNOW IT SOUNDS SILLY, MR. PAUNCHOLITO--

BUT THEN, THE CONCEPT OF GROWN MEN IN LONG UNDERWEAR FLYING THROUGH THE AIR SOUNDS SILLY, TOO-- AND THIS TOWN'S SEEN ITS SHARE OF THEM!

I'VE BEEN BANGING A TYPEWRITER HERE FOR THIRTY YEARS, PETER-- I'VE SEEN IT ALL! NOTHING SOUNDS SILLY TO ME ANYMORE.

AS FOR YOUR MONKEY--

--WOULD ONE OF THESE BEAUTIES FIT THE BILL?

UH-- CAN I BORROW THIS FILE FOR A WHILE, MR. PAUNCHOLITO?

BE MY GUEST.

WELL, YOU'RE NOT MY GUEST, PARKER-- THIS IS A CITY ROOM, NOT A READING ROOM!

AND J. JONAH JAMESON DOESN'T PAY HIS STAFF GOOD MONEY TO SIT ON THEIR FAT DUFFS!

OH? WHEN DID YOU START PAYING GOOD MONEY, JONAH?

WAS THAT A WISE CRACK, PARKER?

FROM ME? PERISH THE THOUGHT.

YOU'LL PERISH-- AND FAST-- IF YOU DON'T GET TO WORK AND BRING ME SOME HOT NEWS PHOTOS.

RIGHT, :KOFF: J.J.J. :KOFF: WHATEVER YOU :KOFF: SAY!

EMPIRE STATE UNIVERSITY, LATER THAT DAY...

THINGS ARE A BIT MORE HECTIC THAN THEY WERE THE PREVIOUS EVENING, AS THOUSANDS OF YOUNG PEOPLE CONTINUE THEIR QUEST FOR THAT NEBULOUS ENTITY CALLED "HIGHER EDUCATION."

E.S.U.

AND, SPEAKING OF HIGHER...

...A CERTAIN BALEFUL BABOON IS PERCHED ON A NEARBY ROOFTOP, SCANNING THE CROWD BELOW FOR A BESPECTACLED SCHOLAR.

GROWWR

APPARENTLY, HE'S FOUND HIM.

BUT, MUCH TO THE BEAST'S CHAGRIN, SO HAS SOMEONE ELSE...

ROGER!

HEY, ROGER!

UH... HELLO.

NOW THAT'S FUNNY. MY SPIDER-SENSE JUST KICKED OFF--TINGLING UP A STORM--

--I WONDER WHY?

OH WELL-- IT'S STOPPED NOW!

SO, C'MON, PARKER-- LAST NIGHT GOT YOU THINKING THAT ROGER HOCHBERG COULD USE A FEW FRIENDS--

--LET'S GET THINGS ROLLING WITH SOME SCINTILLATING CONVERSATION!

HOW'S IT GOING, ROGER?

MUMBLE MUMBLE

GREAT. WE'RE REALLY WHIZZING ALONG NOW!

FACE IT, PARKER--YOU WANT TO REACH OUT TO ROGER... AND FOR A VERY SIMPLE REASON.

THE GUY'S A SHY, INTROVERTED BOOKWORM-- A LOT LIKE *YOU* WERE UNTIL A LITTLE RADIOACTIVE SPIDER CRAWLED INTO YOUR LIFE.

I HAD THE THRILLS OF WEB-SWINGING TO DRAG ME OUT OF MY SHELL--WHAT'S ROGER GOT?

ME-- THAT'S WHAT!

UH-- LOOK, ROGER... THERE'S A BIG DORM PARTY AT BOYLAN HALL TONIGHT. I THOUGHT YOU MIGHT LIKE TO BOP ON OVER THERE WITH ME AN--

I CAN'T. I'VE GOT TO STUDY.

YEAH. SURE. BUT EVERYBODY NEEDS A BREAK NOW AND THEN, DON'T THEY?

WHY ARE YOU SO FRIENDLY ALL OF A SUDDEN, PARKER?

'CAUSE I THINK YOU'RE A GOOD GUY, ROGER. NOW, C'MON, WHAT DO YOU SAY?

WELL... I DON'T KNOW.

SURE YOU DO. SAY YES. IT'LL BE FUN.

YES, BUT--

NO "BUTS." I'LL MEET YOU OUTSIDE BOYLAN. EIGHT O'CLOCK.

OKAY, ROG?

OKAY... *PETE.*

MORE-THAN-SLIGHTLY BE-FUDDLED, ROGER HEADS ON TO CLASS.

BETWEEN THE FIRE IN THE ANNEX (THE DETAILS OF WHICH REMAIN CLOUDED IN HIS MIND) AND THIS SUDDEN OFFER OF FRIENDSHIP...

...IT HAS BEEN A VERY STRANGE DAY.

AND IT'S ABOUT TO GET **STRANGER.**

GOOD WORK, MY PET. THAT IS INDEED OUR QUARRY.

I DO NOT KNOW WHY HE HAS NOT STEPPED FORWARD AND IDENTIFIED US--BUT WE CANNOT AFFORD TO WAIT AND FIND OUT.

THIS BOY MUST DIE.

AND HE WILL DIE--

--TONIGHT.

BOYLAN HALL. 8:12 P.M.

THE MUSIC OF GRAHAM PARKER BLARES FROM FOUR MASSIVE QUADROPHONIC SPEAKERS.

A HUNDRED VOICES BUZZ, CHATTER, GIGGLE, AND SHRIEK.

THE AIR IS PREGNANT WITH A SWEET, SMOKY SCENT.

AND, INTO THIS MODERN-DAY BACCHANAL STRIDE...

...TWO FUN GUYS.

I THINK THIS IS A MISTAKE, PETER. I DON'T FIT IN WITH THESE PEOPLE.

I FEEL STUPID. OUT OF PLACE.

JUST RELAX, ROGER. YOU'LL SEE--

--YOU'RE GONNA HAVE THE BEST NIGHT OF YOUR LIFE.

WELL--WILL YA LOOK WHAT THE WIND BLEW IN?

WE MIGHT AS WELL SPLIT. THIS PARTY'S GOIN' DOWNHILL FROM HERE.

BUT SOME SEE THE NEW ARRIVALS AS HARBINGERS OF BETTER TIMES TO COME...

HEY, MIA--LISTEN. I'VE GOT A GREAT IDEA. Y'SEE MISTER PERSONALITY OVER THERE...

FORTY-FIVE SECONDS OF FURTIVE WHISPERING LATER...

WHY, HELLO THERE, ROGER! REMEMBER ME? MIA CARRERA?

Uh... NO, I DON'T.

CIDER VINEGAR

I USED TO SIT BEHIND YOU IN HOMEROOM. BACK IN MIDWOOD HIGH SCHOOL.

I... UH... WENT TO MILLARD FILLMORE HIGH...

OH, SORRY,

MY MISTAKE.

BUT THE MISTAKE, ROGER IS ABOUT TO LEARN...

...IS HIS!

PFAUGH!

IT'S NOT THE TASTE OF VINEGAR THAT LEAVES ROGER RED-FACED AND TEARY-EYED...

HA HA HA HA HA HA HA HA HA HA HA HA

...IT IS HIS OWN UTTER HUMILIATION...

ROGER-- HEY, ROGER!

BUT ROGER IS ALL TOO QUICK-LY GONE.

AND PETER PARKER IS EXTREMELY ANNOYED!

WHAKASH

YOU--

--SELFISH--

-- INCON-SIDERATE--

--MORONS!

YOU THINK IT'S SO BLASTED FUNNY TO STEP ALL OVER A GUY WHOSE ONLY CRIME HAS BEEN A FEAR OF PEOPLE?

YOU THINK IT'S A MILLION LAUGHS TO MAKE ANOTHER HUMAN BEING FEEL LIKE DIRT-- TO HURT HIM--TO RUIN THE LITTLE BIT OF TRUST THAT HE'S GOT LEFT?

WELL, I THINK IT STINKS!

AND YOU CAN ALL GO FLUSH YOURSELVES DOWN THE NEAREST TOI-LET FOR ALL I CARE!

Y'KNOW, GUYS...

...HE'S RIGHT...

QUESTIONS OF RIGHT AND WRONG MEAN PRECIOUS LITTLE TO ROGER HOCHBERG AT THIS MOMENT.

HE FEELS USED.

HE FEELS SMALL.

TRACK MEET

VERY SMALL.

HANDS TREMBLING, STOMACH A KNOT OF TWINING MUSCLES, HE WALKS... **THROUGH** THE CROWD -- BUT NOW MORE THAN EVER...

...NOT **OF** IT.

HE NEEDS SHELTER, SECURITY, COMFORT. AND THERE IS ONLY ONE PLACE WHERE HE CAN FIND THESE THINGS IN ABUNDANCE.

THE ANNEX, PETS! OUR PREY IS HEADING FOR--

--THE ANNEX! THAT'S WHERE HE'S GOT TO BE!

I DON'T KNOW WHAT I'M GONNA SAY TO HIM WHEN I FIND HIM --

-- BUT I GOT ROGER INTO THIS--

--AND I CAN'T JUST LET HIM RUN OFF AND RETREAT BACK INTO HIMSELF!

HE'S GOT TO--

UH-OH. THERE GOES MY DANGER SENSE.

AND THERE GOES THE REASON WHY.

IT'S THE RED GHOST-- AND HIS FURRY STOOGES!

AND, MUCH AS I HATE TO ADMIT IT--

"--I KNOW JUST WHERE THEY'RE GOING... AND SPIDEY'S GONNA **BE** THERE!"

THE ENTRANCE LIGHT SEEMS DIMMER THAN USUAL TONIGHT, BUT THAT COULD BE A REFLECTION OF ROGER'S MENTAL STATE.

AND IS THAT WHY HE FEELS SUCH DREAD AS HE ENTERS THE VAULTED HALL?

IS IT JUST HIS **INNER** ANGUISH COLORING THE **OUTER** WORLD?

OR IS IT SOMETHING...

...MORE?

ROWARG

YES--AGAIN, YOU PUSILLANIMOUS WRETCH!

AGAIN--AND FOR THE FINAL TIME!

YOU SAID IT, JUNGLE JIM! FINAL AS FINAL CAN BE!

BASH!

LENIN'S BEARD!

NO-- NOT AGAIN!

THE SIGHT OF THE GARGANTUAN GORILLA SUDDENLY FREES ROGER'S MEMORY OF THE PREVIOUS NIGHT, AND THEN--

I DO NOT KNOW WHO YOU ARE, MY GARISHLY-GARBED FRIEND--BUT YOU HAVE JUST MADE A FATAL ERROR!

GARISH?

GARISH?!

LOOK WHO'S CALLING WHOM GARISH!

GOOD-- THAT CONFUSED 'EM!

ACCORDING TO PAUNCHOLITO'S FILE, IF I TAKE OUT THE LEADER MAN, HIS SIMIAN COHORTS'LL BE TOO CONFUSED TO DO ANYTHING!

SO, IT'S GOODBYE MR.--

--GHOST?!!!

OOPS! I FORGOT TO TAKE KRAGOFF LITERALLY!

AND, WHILE THE WEB-SWINGER TAKES AN UNGRACEFUL TUMBLE...

...THE GHOST'S EVER-READY ORANG-UTAN SEIZES THE ADVANTAGE, USING ITS MAGNETIC POWERS TO LIFT SPIDEY UP...

... AND HURL HIM INTO THE WAITING ARMS OF ONE RATHER IRASCIBLE GORILLA!

NO, NO, NO, HAIRY! BEFORE YOU CAN HURT ME--

--YOU'VE GOT TO CATCH ME!

AND MY SPIDER-SPEED--

--NOT TO MENTION MY SIMPLY ASTONISHING WALL-CRAWLING ABILITIES--

--MAKES THAT VERRRY HARD!

S-SPIDER-MAN IS REALLY SOMETHING! THAT'S TWICE HE SAVED ME! NOW I'VE GOT TO HELP HIM--

--MUST GET TO A PHONE... CALL THE POLICE!

WELL-- WHAT'RE YOU WAITING FOR, FELLAS?

C'MON-- FOLLOW ME UP--

-- OR ARE YOU AFRAID OF HEIGHTS?

THEY'RE NOT.

THE TRIO OF SUPER-APES SCALES THE SKY-REACHING BOOKCASE WITH A NATURAL EASE.

THEY'RE OUT FOR **BLOOD** NOW. **SPIDER'S** BLOOD.

BUT THE SPIDER-IN-QUESTION IS... **GONE?**

GROOOT?

BOONT!

ONE DOWN.

THREE TOO MANY TO GO!

I HAVE THE ABILITY TO APPEAR AND DISAPPEAR ***AT WILL!***

YOU ARE NOT THE ONLY ONE WHO CAN CREEP UP ON AN ENEMY FROM BEHIND, FOOL!

16

AND NOW-- IF YOU WILL PARDON ME--

--I THINK I SHALL MAKE ***YOU*** DISAPPEAR! ***WHAT?*** YOU'RE LEAPING AWAY--?

YOU ***STARTLED*** ME THERE FOR A MINUTE WITH YOUR INVISIBLE MAN ROUTINE, GHOSTY --

--BUT AS LONG AS I'VE GOT A WEB AND A WILL--

--THE GAME AIN'T OVER YET!

ALTHOUGH THESE APES DEPEND UPON THE RED GHOST FOR GUIDANCE, THEY ARE NOT STUPID...

...AND SO IT DOESN'T TAKE THE ULTRA-POWERFUL GORILLA LONG TO FIGURE OUT THAT...

...WHAT GOES UP...

SNAP!

...MUST COME DOWN!

MY WEBBING DIDN'T HAVE TIME ENOUGH TO DRY! IF I HADN'T BEEN SO CLOSE TO THE GROUND, I WOULD'VE BEEN ONE SQUASHED SUPER HERO!

I'M BEGINNING TO THINK I'M IN TROUBLE HERE!

"NOTHING I DO SEEMS TO SLOW THESE BEASTIES DOWN!

"HERE THEY COME AGAIN--COURTESY OF THAT SHAPE-SHIFTING BABOON!"

AND HERE'S GHOSTY--RIGHT ON CUE--

AND RIGHT ON--

--TARGET...?!

AW, NO--MY WEBBING WENT RIGHT THROUGH 'IM! AND NOW MISTER MUSCLES HAS GOT IT!

WHY DIDN'T I JUST STAY IN BED TODAY?

BLUMP

FACE THE COLD FACTS, MISCREANT--

-- MY BELOVED PETS HAVE THE BETTER OF YOU --

"YOU ARE SIMPLY... OUTCLASSED!"

"DO YOU SEE HOW EASY IT IS FOR DEAR **IGOR** TO ENCIRCLE YOU WITH HIS FURRY FORM--

"--AND THEN CHANGE INTO SOMETHING MORE... **PLIANT**-- BLINDING YOU, SMOTHERING YOU, SETTING YOU UP FOR THE-

"--KILL?"

SQOMP

NO DUMB OLD APE IS GONNA LAY A PAW ON ME!

AND AS FOR BEING "OUTCLASSED"--

--TRY *THIS* ON FOR SIZE, CHEETAH!

OH, NO.

DON'T YOU GUYS EVER *GIVE UP*?

SURRENDER IS NOT IN THE RED GHOST'S VOCABULARY, MAN-SPIDER! ESPECIALLY NOT WHEN VICTORY IS SO CERTAIN -- SO CLOSE!

NOW, PEOTOR--

"--USE YOUR MAGNETIC GIFT TO CARRY THEM INTO THAT NEARBY STADIUM!

TRACK

MEE

EMPI

"SINCE HE HAS ALREADY EXPOSED MY PRESENCE, I WANT THIS JACKANAPES' DEFEAT TO BE PUBLIC! I WANT TO SEE HIM HUMILIATED BEFORE THOUSANDS OF HIS COUNTRY MEN!

HOOM!

"I WANT HIM... *CRUSHED* IN BOTH SPIRIT AND BODY!"

IF IT'S A **PUBLIC** SPECTACLE THE RED GHOST IS LOOKING FOR...

...HE'S COME TO THE RIGHT PLACE.

WONDERFUL.

WHAT A SPOT FOR A FUNERAL--RIGHT IN THE MIDDLE OF THE E.S.U. SPORTS FIELD!

THERE MUST BE TEN THOUSAND EAGER EYES OUT THERE WATCHING ME GO DOWN FOR THE FINAL COUNT!

WELL, LET 'EM COUNT!

LET 'EM COUNT TO A *MILLION!*

SPIDER-MAN'S NOT GOING DOWN FOR ANYBODY!

WHOOD!

HERE, GRUESOME--SUCK ON A SHOT-PUT!

INCREDIBLE! DESPITE THE BRUTAL POUNDING HE'S TAKEN--

--HE REFUSES TO GIVE IN!

BUT WE'LL TEACH HIM HUMILITY--WON'T WE, PETS--

--WHEN WE DEFEAT HIM WITH HIS *OWN METHODS!*

WEBBING DOTH NOT A SPIDER-MAN MAKE, GHOSTY--OR HAVE YOU NOTICED THAT?

GHOSTY?

BUT THERE IS NO ANSWER...

...SAVE THE SUDDEN PRESSURE OF INSTANTLY-MATERIALIZING HANDS UPON HIS THROAT.

FOR A SECOND, SPIDER-MAN CONSIDERS SUBMISSION; LETTING THOSE STEELY FINGERS **END** HIS PAIN...

...BUT **THEN**...

I'VE... **GOT** YOU... KRAGOFF!

"AND NOTHING--NOT MAN, NOT APE--IS GONNA GET ME TO LET YOU GO!"

AND, EVEN AS THE NEAR-EXHAUSTED WEB-SLINGER SPEAKS THOSE WORDS...

...NEW YORK'S FINEST ARRIVE ON THE SCENE--COURTESY OF ROGER HOCH-BERG'S TIMELY CALL FOR AID!

THE AUTHORITIES! THEY MUST NOT HAVE ME!

"AWAY, MY FRIENDS--"

AWAY...

HOLY--!

HE'S GONE... LIKE HE'D NEVER **BEEN** HERE!

YOU CAN PUT THOSE GUNS AWAY, GUYS--

--THAT APE-IN-DRAG IS FLAPPING ITS WINGS TO BEAT THE BAND--!

WE'VE *LOST* THEM!

AFTER ALL THAT-- THEY GET AWAY SCOT FREE!

SOMETIMES THERE'S JUST NO JUSTICE IN THIS WORLD--

--NO JUSTICE *AT ALL.*

THE NEXT DAY...

I'M GLAD YOU DON'T BLAME ME FOR WHAT HAPPENED AT THE PARTY, ROGER.

WHILE WATCHING SPIDER-MAN TANGLE WITH THOSE... ***WHATEVER*** - THEY-WERE-- I REALIZED SOMETHING IMPORTANT! EVERYBODY'S GOT HIS PLACE.

I DON'T GET DEPRESSED BECAUSE I CAN'T FIGHT SUPER-VILLAINS-- SO WHY SHOULD IT UPSET ME THAT SOME PEOPLE JUST DON'T LIKE ME?!

HEY, THERE'S ROGER!

YOO-HOO ***ROG-ER!***

WE HEARD ALL ABOUT YOUR LITTLE ADVENTURE WITH SPIDER-MAN, ROGER!

WE SURE DID! THE WAY YOU RUSHED FOR THE POLICE-- AND SAVED SPIDER-MAN'S LIFE.

YOU KNOW, I WISH YOU ***DID*** GO TO MY HIGH SCHOOL. THEN WE'D ALREADY KNOW EACH OTHER... ***VERY*** WELL.

YEAH--?

WELL, I DIDN'T--

WOW.

WELL, WHAT DO YOU KNOW?

MAYBE THERE IS SOME JUSTICE IN THE WORLD AFTER ALL!

AT THE LEAST-- THERE'S ***HOPE.*** END

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KING-SIZE ANNUAL!

the AMAZING SPIDER-MAN®

BONUS FEATURE: SPIDER-MAN RANKS THE STRENGTH OF THE MAJOR MARVEL HEROES!

★EXTRA★

DAILY BUGLE

NEW YORK'S PICTURE NEWSPAPER

NEW YORK SATURDAY, SEPTEMBER 12, 1981

25c

Sunny, hot High 90 s See p 54

SPIDER-MAN vs. THE PUNISHER!

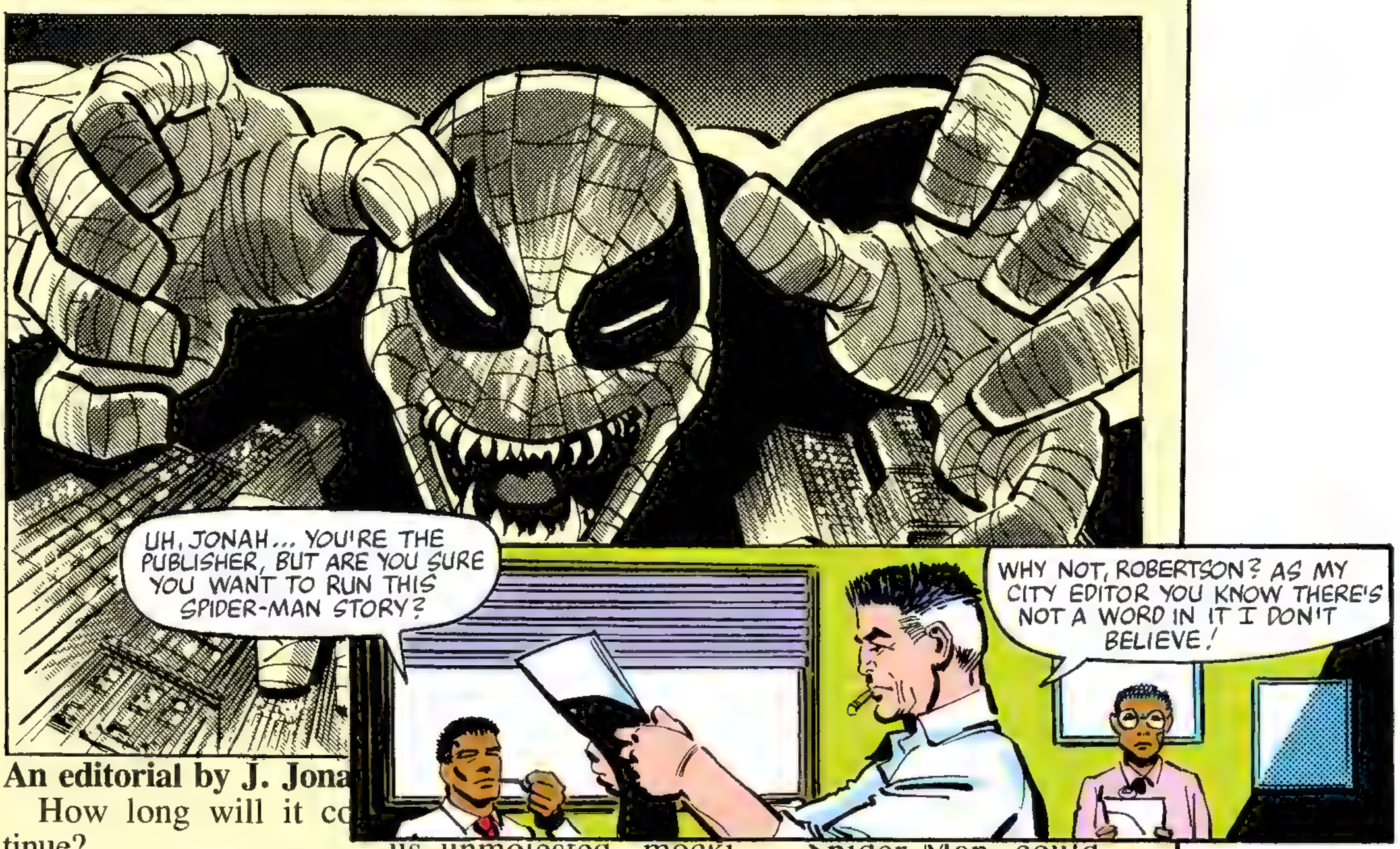
MILLER
JANSON

FINAL **DAILY BUGLE** 25¢

THE PICTURE NEWSPAPER®

Sunny. High in the 70s. New York, Saturday, Sept. 12, 1981 Circulation: Five million.

SPIDER-MAN: THREAT OR MENACE?


UH, JONAH... YOU'RE THE PUBLISHER, BUT ARE YOU SURE YOU WANT TO RUN THIS SPIDER-MAN STORY?
WHY NOT, ROBERTSON? AS MY CITY EDITOR YOU KNOW THERE'S NOT A WORD IN IT I DON'T BELIEVE!

An editorial by J. Jona

How long will it co
tinue?

How long will the la
enforcement authorities
New York City ignore t
criminal who moves amo

us unmolested, mock Spider-Man could

IT'S JUST THAT THE LAST TIME WE DID A SPIDER-MAN MENACE PIECE WE LOST A LOT OF CIRCULATION... DROPPED TO BELOW FIVE MILLION.
DAILY BUGLE

MAYBE THE PUBLIC IS A LITTLE TIRED OF...
OKAY, OKAY, YOU MADE YOUR POINT!
WHAT ELSE WE GOT?
THAT THING WE SENT URICH AND PARKER TO COVER.

Script: DENNIS O'NEIL
Pencils: FRANK MILLER
Finished Art: KLAUS JANSON
Letters: JIM NOVAK
Colors: BOB SHAREN
Editor: TOM DeFALCO
Editor-In-Chief: JIM SHOOTER

"NOTHING WILL COME OF THAT," JONAH GRUMBLES.

HE'S WRONG. AT THAT INSTANT, PERCHING ON A MIDTOWN ROOFTOP, IS A MAN WHOSE NAME STRIKES TERROR THROUGHOUT THE UNDER-WORLD--***THE PUNISHER!***

THERE HE IS, RIGHT ON SCHEDULE.

IN ABOUT FIVE MINUTES, I'M GOING TO RID THE WORLD OF A VERY ***BAD*** INFLUENCE.

I ONLY HOPE I CAN PULL THE CAPER WITHOUT ANYONE ELSE GETTING HURT.

BUT IF I HAVE TO STEP ON SOMEBODY--

--TOUGH!

CHIK

EIGHTY FEET BELOW...

NOW, LADIES AND GENTLEMEN OF THE PRESS, I--THE GREAT TURHAN--SHALL DEMONSTRATE THE ***DIM MAK*** ...THE DEATH TOUCH!

PETER PARKER, YOU DO GET THE GREATEST FREELANCE PHOTO ASSIGNMENTS. LAST NIGHT, THE WORLD BUBBLE-GUM CHAMPIONSHIPS. TODAY... THIS ORIENTAL PHONY.

I MERELY PLACE A FINGER ON THIS YOUNG GIRL--

--SENDING MY NEGATIVE ENERGY INTO HER...

WHAT THE--? MY SPIDER-SENSE IS SUDDENLY KICKING LIKE A MISSOURI MULE.

SOMETHING'S WRONG!

INDEED!

UNLESS I REVERSE THE EFFECT OF THE TOUCH BY CHARGING HER WITH ***POSITIVE*** ENERGY--THE GIRL WILL SINK LOWER AND LOWER INTO A COMA--

--HER VITAL SIGNS WILL LESSEN AND IN PRECISELY THREE DAYS SHE WILL--

--DIE...

SPAKETA SPAKETA

AAGH

SPAK

UNNOTICED AMID THE STARTLED SPECTATORS, PETER PARKER BEATS A HASTY EXIT...

THE GUNMAN SHOT FROM THE FIRE ESCAPE--

"--SO HE'LL PROBABLY TRY TO ESCAPE OVER THE ADJOINING ROOFTOP..."

WELL, WELL, MY OLD PAL THE PUNISHER... UP TO HIS USUAL TRICKS!

DON'T YOU GET TIRED OF YOUR JUDGE AND JURY ROUTINE--YOUR ONE-MAN WAR ON CRIME?

SPIDER-MAN! I DON'T KNOW HOW YOU TUMBLED TO THIS--BUT IT DOESN'T CONCERN YOU! STAY OUT OF IT!

I'D LOVE TO ACE, BUT I CAN'T. IT'D BE BAD FOR MY IMAGE.

YOU KNOW... SCOURGE OF THE CRIMINAL CLASS, CHAMPION OF THE OPPRESSED, IDOL OF MILLIONS... LIKE THAT.

I NEVER HAVE.

OKAY, SO I'M **NOT** A WEB-SWINGING STEVE MARTIN. YOU GOTTA ADMIT THAT I **AM** CUTE.

DESTRUCTIVE, TOO.

FR-WHAZ

IRIT!

I DIDN'T THINK HE COULD DUCK THAT QUICK!

C'MON, PUNNY... **SAY** SOMETHING. TRADE A QUIP OR TWO WITH ME.

I'M USED TO **TALKATIVE** FOES.

I DON'T TALK--

I DON'T FIND YOU FUNNY.

--I ACT!

BLAM

BLAM

SPAK

SPAK

HOLY GOSH!

I--I DON'T BELIEVE IT! ... HE NAILED ME IN MID-LEAP--WHEN I COULDN'T DODGE! BLASTED MY WEB-SHOOTERS CLEAN AWAY!

SURRENDER. WITHOUT YOUR WEB-SHOOTERS, YOU'RE OUTCLASSED. I DON'T WANT TO HURT YOU.

DON'T WORRY ABOUT IT A **WHOLE** LOT! I'VE STILL GOT MY STRENGTH, SPEED, AND EVER LOVIN' AGILITY!

BESIDES, I THINK YOU JUST GOT LUCKY.

LUCK? NO. I'VE STUDIED YOU... AS I STUDY **EVERYONE** I MIGHT HAVE TO MEET IN COMBAT.

I ANTICIPATED YOUR ACTIONS.

I COULD PUT THE NEXT BULLET BETWEEN YOUR EYES.

I'D RATHER NOT. YOU'RE NOT EVIL ...MERELY SOFT. STUPID.

AW, **NOW** YOU'VE GONE AND DONE IT... HURT MY FEELINGS.

YOU DON'T MIND IF I MAKE YOU **EAT** THOSE WORDS.?

WISH I WAS AS CONFIDENT AS I SOUND. HE'S DEADLIER THAN I REMEMBERED.

YOU'RE INCREDIBLY FAST. BUT AS I SAID --

BAM

--I CAN ANTICIPATE YOU.

OH, NO! **NO!**

HE--DID IT! HE REALLY SHOT ME!

WHUMP

I'M GONNA DIE!

NO! THAT WAS A MERCY BULLET... IT STOPS WITHOUT KILLING--

--MY REMEDY FOR WELL-MEANING FOOLS. AND THIS IS A GAS GRENADE ...ALSO NON-LETHAL. CONSIDER IT A WARNING.

KA WHUUMPF

WOOZY FROM THE FUMES... SEEING DOUBLE... CAN'T CONTROL MY MOVEMENTS...

HE'S ESCAPING ...AND THERE'S NOTHING IN THE WORLD I CAN DO ABOUT IT.

THE SHAPE I'M IN, I COULDN'T HASSLE A REALLY MEAN CHRYSANTHEMUM.

I FEEL LIKE SOMETHING THE CAT REFUSED TO DRAG IN.

HEY, I'M FORGETTING THE KID--

THEY'RE HAULING HER OFF TO THE HOSPITAL. I GUESS TURHAN WASN'T A PHONY!

WITH HIM DEAD, THERE'S NOBODY TO REVERSE THE EFFECTS OF THE DEATH TOUCH.

SHE HASN'T GOT A CHANCE--

"UNLESS I COME UP WITH SOMETHING..."

HELLO, JONAH? YEAH, IT'S ME... BEN URICH, BOY REPORTER. BETTER GET READY TO REPLATE THE FRONT PAGE.

I'VE GOT A REAL STORY.

FINAL ★ DAILY BUGLE 25¢
THE PICTURE NEWSPAPER®
Sunny. High in the 70s. New York, Saturday, Sept. 12, 1981 Circulation: Five million.

GURU SHOT

GOOD JOB, BEN.
YOU TOO, PETE.
AS FRONT PAGES GO, I'VE SEEN WORSE.
URICH, SEE IF YOU CAN ESTABLISH A CONNECTION BETWEEN SPIDER-MAN AND THE PUNISHER--
--THOSE PUNKS HAVE GOT TO BE IN CAHOOTS.
SOMETHING BOTHERING YOU, PETE?
--WE'RE CROWING BECAUSE WE'VE GOT A STORY... AND SHE'S DYING!
THAT'S THE NEWS BIZ, KID. NOTHING YOU CAN DO.
THE LITTLE GIRL--
DON'T BET ON IT.

by Ben Urich

A self-styled eastern my
tic was shot to death toda
while demonstrating
"death touch" technique at
midtown hotel.

The victim, known
Turhan, was slain in front
dozens of reporters and spe
tators moments after putti
a young assistant into
coma. A police spokesm
confirmed that the killer a

The assistant was taken St. Genesius's

MEANWHILE, AT THAT GRIMMEST OF BUILDINGS, THE CITY MORGUE...

...THE DUDE THE PUNISHER OFFED. HIS PERSONAL EFFECTS ARE IN THE PROPERTY OFFICE. EVERY-THING EXCEPT HIS RING...

FUNNY HOW IT WOULDN'T SLIP OFF HIS FINGER!..

NEVER MIND THAT NOW! THIS PLACE GIVES ME THE CREEPS!

HEY, EDDIE! PUT 'IM ON ICE...

YEH. THAT RING... DEAD GUY AIN'T GONNA NEED IT...

ME, I COULD USE SOME EXTRA BREAD...

MAYBE I CAN PRY IT OFF, AND SELL IT.

OWCH!

STUCK MYSELF ONNA PIN IN THERE...

HURTS A LITTLE... FEELS FUNNY... *AWFUL* FUN--

--NEEEEE!

KLUMPF

POISONED... JUST LIKE THE GIRL. CONFIRMS MY SUSPICIONS.

I MUST HAVE THAT RING. IT'LL MAKE GOOD BAIT...

THIS'LL ONLY TAKE A SECOND.

WIELDING A KNIFE LIKE A COMMON BUTCHER? I WOULD HAVE THOUGHT BETTER OF YOU, PUNISHER!

EXCUSE ME. I NEED THAT RING.

TZOK

NO! YOU CAN'T HAVE IT!

SSH SSH

YOUR REFLEXES ARE SUPERB. I AM ALMOST IMPRESSED.

ALMOST.

I WOULD ENJOY TOYING WITH YOU--

SWUD

--BUT, UNFORTUNATELY, I AM IN A HURRY!

FARE-WELL.

--AFTER I FILL THIS MORGUE TO OVER-FLOWING.

THE PUNISHER'S OUT COLD. NOT AS COLD AS THE REST OF THE LADIES AND GENTLEMEN HERE, BUT HE WILL NOT COMPLAIN.

I'LL DEAL WITH HIM LATER--AND PERMANENTLY--AFTER I FINISH MY CHORE.

AT THAT MOMENT, ACROSS THE CITY...

INQUISITIVE MEDDLERS. I HAVE NO STATEMENT FOR THE PRESS. LEAVE. GET OUT.

THE GREAT TURHAN IS DEAD. I MUST MOURN HIM AND BE ABOUT MY RELIGIOUS DUTIES... MY MEDITATION... MY CONTEMPLATION...

...MY FAVORITE THING...

I THOUGHT THEY'D NEVER LEAVE.

CRIPES, THIS IS GONNA GO DOWN GOOD.

AHHHHH!

HI, THERE.

S-SPIDER-MAN!?!

MIND IF I INTERRUPT? YOU CAN FINISH RUINING YOUR LIVER LATER.

I SAW YOU HELPING OUT OLD DEARLY DEPARTED TURHAN AT THE DEATH TOUCH DEMONSTRATION--AND I FIGURED YOU'D BE ABLE TO ANSWER A FEW QUESTIONS.

YOU'VE JUST ANSWERED THE FIRST... PEOPLE WITH NOTHING TO HIDE DON'T RUN FROM ME...

...THEY ASK FOR MY AUTOGRAPH!

EXACTLY ELEVEN SECONDS PASS, AND...

IF YOU THINK I'M GONNA SAY ANYTHING ABOUT YOUR BEING A *FAN* OF MINE...

WELL, MAYBE LATER.

NOW, IT'S QUIZ TIME. FOR OPENERS, YOU CAN TELL ME IF THE DEATH TOUCH IS REAL.

NAW. TURHAN'S RING WAS GIMMICKED WITH A DRUG. ME AND MY BROTHER--

--WERE SUPPOSED TO DELIVER A SUPPLY OF THE STUFF... ONLY WE SAW A CHANCE TO EARN AN EXTRA BUCK WITH THE DEATH TOUCH SCAM.

LEMME DOWN, HUH?

DELIVER IT WHERE?

PIER FORTY-THREE, AT SIX TONIGHT.

PLEASE LEMME DOWN.

MY BROTHER'S PROB'LY ON HIS WAY THERE NOW.

THAT'D BE THE *OTHER* GUY I SAW WITH TURHAN.

LEMME DOWN.

I'M GITTIN DIZZY.

SEE YOU AROUND... AND AROUND... AND AROUND...

HE MENTIONED A RING. MAYBE IT'S STILL ON TURHAN'S FINGER. ONLY PLACE TO FIND OUT IS AT THE CITY MORGUE.

BUT WHEN HE ARRIVES THERE...

...THE BODY WAS STOLEN. AND THAT'S ALL WE KNOW.

SWELL! IF I HOPE TO SAVE THE GIRL-- I'LL HAVE TO KEEP THAT DATE AT THE PIER!

JONAH? BEN URICH. I'M HERE AT THE MORGUE. YOU'D BETTER GET READY TO REPLATE THE FRONT PAGE. I'VE GOT A *REAL* STORY...

FINAL ★★

DAILY BUGLE

THE PICTURE NEWSPAPER®

25¢

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PUNISHER HITS NYC

Steals Body From City Morgue

Special to the Bugle

In a bizarre raid on the morgue, the mysterious fig known as The Punisher parently stole the body man identified as Turhan self-styled eastern mys police sources told the Bug

Morgue employees saw Punisher entering the F

Avenue facility shortly befo[re] at all police personnel q ss ai

YOU CALL THIS A STORY? I'LL GRANT YOU IT'S PART OF A STORY... THE BEGINNING OF A STORY... A HINT OF A STORY...
...BUT IT'S NOT ENOUGH OF A STORY, I WANT FACTS... LOTS AND LOTS OF NIGGLING, BORING LITTLE FACTS--
--AND YOU'RE GOING TO GET 'EM FOR ME!
HIT THE PAVEMENT!

MEANWHILE, AT PIER 43...

WHERE IS MY BROTHER? HE WAS SUPPOSED TO MEET ME?

OH, WELL... I DON'T NEED HIM.

THE INSTRUCTIONS WERE TO COME HERE--

--AND DROP THIS INTO THE DRINK. THERE--THAT WAS EASY!

VERY!

WHO--?

NO--!

--YET!

YOU'RE DUMB--TOO DUMB TO KNOW WHEN SOMEONE'S BEEN FOLLOWING YOU FOR MONTHS!

YOU'RE ALSO LUCKY--LUCKY YOU'RE NOTHING MORE THAN AN ERRAND BOY--NOT A VICIOUS PUNK LIKE TURHAN--NOT WORTH KILLING--

AT THAT MOMENT, A PHONE RINGS IN **GRACIE MANSION**, HOME OF NEW YORK CITY'S MAYOR...

THE CALLER SAYS IT'S VERY URGENT, SIR.

ALL RIGHT. PUT HIM THROUGH.

HELLO. HOW YOU DOING?

FINE, MISTER MAYOR. MY NAME IS *DOCTOR OCTOPUS*--

--AND I'M CALLING TO TELL YOU THAT I PLAN TO MURDER FIVE MILLION OF YOUR CITIZENS!

DON'T BOTHER SENDING YOUR RIDICULOUS POLICE FORCE TO SEARCH FOR ME. MY HEADQUARTERS ARE HIDDEN IN A PLACE THEY'LL NEVER BE CLEVER ENOUGH TO FIND.

I WILL IMPLEMENT MY PLAN BETWEEN THREE AND SIX THIS AFTERNOON.

POISON THE WATER SUPPLY?

PLEASE. NOTHING SO BANAL.

YOU WANT MONEY?

I WOULDN'T ACCEPT CASH IF YOU GIFT-WRAPPED IT IN A FLAG AND HAD A HUNDRED DANCING GIRLS DELIVER IT.

NO, TODAY I AM MERELY ESTABLISHING MY CREDENTIALS...

WHEN *NEXT* I CALL, I *WILL* ASK FOR AN HONORIFIC TWENTY MILLION DOLLARS IN GEMS.

"I TRUST YOU WILL HAVE IT WAITING ... OR *ANOTHER* FIVE MILLION WILL PERISH."

I WILL REVEAL THIS MUCH: I WILL BE USING A POISON--

--HIGHLY CONCENTRATED AND FATAL WITHIN THE HOUR.

I HAVE BEEN NEGOTIATING WITH CERTAIN FOREIGN POWERS FOR *MONTHS*--

--AND I TOOK DELIVERY A FEW MINUTES AGO. IN FACT, I AM TESTING IT AS WE SPEAK.

GOOD DAY, MISTER MAYOR.

I'D ADMIRE YOUR INGENUITY IN FINDING ME, PUNISHER, IF I WERE NOT DISMAYED BY YOUR STUPIDITY.

DIDN'T YOU LEARN ANYTHING FROM OUR BRIEF ENCOUNTER AT THE MORGUE? SURELY YOU DIDN'T THINK YOU COULD *DEFEAT* ME?

NO MATTER. YOU'VE SWALLOWED ENOUGH TOXIN TO KILL A REGIMENT. YOU'LL SOON BE DEA...

EH--? THE WALL IS BUCKLING...

KRA-TOOSH

I'VE DONE A LOT OF WALL-*CRAWLING*... BUT THIS IS THE FIRST TIME I'VE EVER *BUCKLED* ONE.

HI, DOC.

SPIDER-MAN!

THE PUNISHER IS DYING, SPIDER-MAN... OF A DEADLY TOXIN. YOU CAN TRY TO SAVE HIM -- OR YOU CAN COMBAT ME.

THE CHOICE IS YOURS.

THAT'S NOT MUCH OF A CHOICE AT ALL.

NOT FOR YOU.

I SHALL LEAVE YOU TO YOUR LABORS. I HAVE A PLAN TO IMPLE-MENT.

THESE MUST BE DOC OCK'S NOTES... YEAH. THEY DON'T LOOK TOO COMPLICATED.

AT THAT MOMENT, THE PUNISHER AWAKES...

HIS MIND MUDDLED BY THE DRUG, HE DOES NOT SEE SPIDER-MAN--

--HE SEES ONLY AN ENEMY...

WE COVERED SOMETHING LIKE THIS IN CHEM CLASS LAST SEMESTER.

HELLO, PUNNY.

KZEESH

COOL IT ON THE WRECKING CREW ROUTINE, WILLYA? I MIGHT NEED THAT GLASSWARE.

LESSEE... ADD A LITTLE NOREPINEPHRINE...

I SAID STOP IT! I'M SAVING YOUR LIFE!

SHEESH... SOME PEOPLE. NO GRATITUDE.

WOCK

WE'VE ONLY GOT A FEW MINUTES BEFORE THE WATER THAT'S POURING THROUGH THAT WALL I WRECKED FLOODS THIS CHARMING LITTLE SALON--

--SO STAND STILL AND COOPERATE!

YOU'D NEVER TAKE ME IF I WASN'T WEAKENED...

THAT'S THE TROUBLE WITH YOU MACHO TYPES. YOU CAN'T TELL WHEN A GUY'S DOING YOU A FAVOR!

HERE! JUST PRETEND IT'S CHERRY SODA POP.

WOW! IT CRUMPED HIM OUT. BUT HIS PULSE IS ALREADY RETURNING TO NORMAL...

HE'LL LIVE TO BE AS ROTTEN AS EVER.

WITHIN MINUTES...

JONAH? PETER PARKER CHECKING IN. BETTER GET READY TO REPLATE THE FRONT PAGE. I'VE GOT A REAL STORY...

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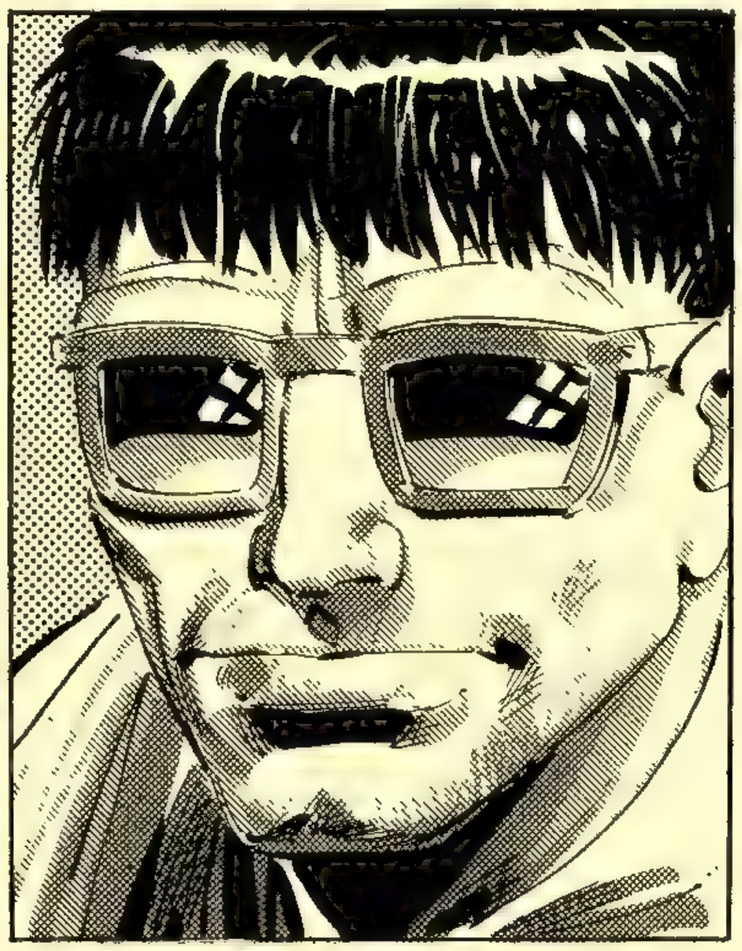
Sunny. High in the 70s. New York, Saturday, Sept. 12, 1981 Circulation: Five million.

FIVE MILLION WILL DIE



Doctor Octopus Threatens City With Mass Murder

by Charlie Snow, Staff Reporter

The Bugle has learned that Dr. Otto Octavius, the famed international criminal and terrorist, threatens to kill 5,000,000 New Yorkers within the next 24 hours.

Octavius, who is better known under the alias of "Doctor Octopus," telephoned the mayor at Gracie Mansion early this morning and delivered the threat. A city hall spokesman denied any knowledge of the call,

OKAY, WE CAN'T WAIT ANY LONGER.
WE'LL RUN WITH THIS ONE.
I ONLY WISH I COULD FIGURE WHERE THE WALL-CRAWLER FITS IN.
but sources within the city's police department
GET SOME REST, EVERYBODY. IF OCTOPUS DOES WHAT HE'S THREATENING TO DO, WE'LL HAVE A BUSY NIGHT.
IF WE'RE ALIVE...
YOU HEADING FOR THE USUAL PLACE, JONAH.
WHERE ELSE? I LIVE FOR THIS MOMENT.

MEANWHILE, AT A LOWER MANHATTAN HOSPITAL--

YOUR ANTIDOTE WORKED. THAT YOUNG GIRL WILL BE FINE.

DON'T TAKE ANY WOODEN PRESCRIPTION PADS, DOC.

THAT'LL GET ME A LIFE-SAVING MERIT BADGE FOR SURE.

I STARTED OUT TO SAVE ONE LITTLE GIRL. NOW I'VE GOT A WHOLE *CITY* TO WORRY ABOUT.

OR, TO BE EXACT, FIVE MILLION OF ITS CITIZENS.

FIVE MILLION... WHY THAT NUMBER?

OF *COURSE!* THERE'S ONLY ONE ANSWER!

AND HIS SPEED INCREASES UNTIL HE IS A BLUR ACROSS THE SKYLINE...

WHILE, AT THE *BUGLE*...

IN A MINUTE, HARRY'LL PRESS THAT BIG RED BUTTON AND THEY'LL BEGIN TO ROLL... THE PRESSES.

BIG, GREASY, *BEAUTIFUL* MONSTERS! THEY'RE OUR VOICES. THEY LET US GIVE THE NEWS TO FIVE MILLION SOULS--

OLD, YOUNG, GOOD, BAD, ANGRY, SAD AND HAPPY--THE WHOLE TEEMING CITY...

E DAILY BUGLE

...THE FOLKS OF NEW YORK... THEY MAY FOUL UP A HUNDRED TIMES A YEAR... BUT NOT BECAUSE THEY DON'T KNOW WHAT'S HAPPENING.

WE TELL 'EM... THROUGH OUR PRESSES.

I NEVER GET OVER LOVING THIS MOMENT.

HIT IT, HARRY!

ROLLIN', MISTER J!

A SMALL DELAY--

MMPF!

--WHILE I ADD A CERTAIN INGREDIENT TO THE *INK* MIXTURE!

A COMPOUND OF ***TOXIN*** AND A ***DMSO*** DERIVATIVE-- WHICH WILL INSTANTLY CAUSE THE POISON TO SEEP THROUGH THE SKIN OF ANYONE WHO TOUCHES IT.

THE BUGLE'S READERS WILL GET A DOSE OF ***DEATH*** WITH THEIR NEWS TODAY--

--ALL FIVE MILLION OF THEM.

EH--?

HOW ABOUT ***WEBBING?*** WILL YOUR GLOB WORK ON ***WEBBING?***

UNNGHF

"***UNNGHF***"? WHAT KIND OF REPARTEE IS ***THAT?***

LISTEN, I ***EXPECT*** THE PUNISHER TO BE A CLAM! BUT ***YOU!***

IN THE PAST, YOU'VE BEEN POSITIVELY ***ELOQUENT!***

I SHOULD HAVE DEALT WITH YOU AT THE *PIER*, MEDDLE-SOME DULLARD!

"*MEDDLESOME DULLARD*?" AH... THAT'S MORE *LIKE* IT!

HOW DID YOU REALIZE I'D BE *HERE*?

OH, I DON'T GET BY ON LOOKS *ALONE*! SOMETIMES I EVEN USE MY CUDDLY LITTLE BRAIN!

CHNG CHNG CHNG CHUNG

I FIGURED THAT THE DAILY BUGLE WAS THE ONLY PRODUCT THAT REACHES EXACTLY FIVE MILLION PEOPLE IN A DAY.

DON'T APPLAUD. JUST NOMINATE ME FOR PRESIDENT.

THE *WALL-CRAWLER*--! I MIGHT HAVE KNOWN HE'D BE MIXED UP IN THIS.

INTERFERING WITH MY *PRESSES*... YOU'VE GONE TOO FAR!

I'LL SEE YOU HANGED!

HEY, JONAH... CAN'T YOU GET EVEN A TEENSY BIT MAD AT *DOC OCK*?

HE'S THE ONE WHO'S TRYING TO CANCEL EVERYONE'S SUBSCRIPTION...

YOU MAY HAVE RUINED MY EXTORTION SCHEME--

--BUT AT LEAST I'LL HAVE THE SATISFACTION OF DESTROYING YOU.

YOU AND JONAH COULD GET TOGETHER--

--HAVE A BALL THROWING DARTS AT MY PICTURE.

AS A *PITCHER*, DOC, YOU MAKE A HECK OF A MAD GENIUS.

A FERNANDO VALENZUELA YOU'RE *NOT!*

HOWEVER, THE HUGE ROLL OF PAPER DOES FIND A TARGET--

:UMMF: HELP ME! I'M FALLING--!

JONAH, WE CAN'T GO ON MEETING LIKE THIS! PEOPLE WILL BEGIN TO THINK YOU DON'T HATE MY INNARDS!

THEY'LL BE WRONG.

HOW HUMILIATING.

THAT'S WHAT I LIKE ABOUT YOU, J.J.J. -- YOUR GREAT, GUSHING *GRATITUDE!*

WHOOPS! WRONG WAY. I WAS SO BUSY CATCHING YOU I FORGOT WHERE THE GOOD *DOCTOR* IS!

I'M HAVING TROUBLE HASSLING WITH DOC OCK AND NURSE-MAIDING YOU *BOTH!*

NURSE-MAIDING *ME?!?*

I'LL SHOW YOU NURSE-MAIDING!... PUT ME DOWN.

--HERE, BETWEEN THE ROLLERS, WHERE THE DOC CAN'T FOLLOW.

THAT'S EXACTLY WHAT I'M GONNA DO--

SORRY ABOUT THE ROUGH LANDING!

YOU *TWERP!* I'LL RIP YOUR LUNGS OUT AND--

--STUFF MMMMMM

SHHHH... AND I JUST MIGHT BE READY TO PULL THE SLICKEST TRICK OF THE YEAR.

YOU DIDN'T REALLY BELIEVE YOU COULD *ELUDE* ME?

DON'T MOVE, JONAH... NOT A MUSCLE...

Bugle

WITLING! MY ARMS CAN GO *ANYWHERE!*

TOO TRUE, DOC--

SHRIK SHRIK

--ANYWHERE ...INCLUDING BETWEEN THESE *ROLLERS!*

EH--?

I'M BEING PULLED--

=-FORWARRDDD!

YOU NOW HAVE THE NEWSIEST ARMS IN TOWN.

I'LL TURN OFF THE PRESSES. I WOULDN'T WANT 'EM TO *FLATTEN* YOU--

A SWELL EVIL GENIUS LIKE YOU SHOULDN'T BE WASTED--

--BUT HURT... THAT YOU SHOULD BE!
SHOT

MEANWHILE, AT PIER 43...

OCTOPUS'S JUNK... STILL IN MY BLOODSTREAM... SLOWING ME DOWN ... DISTORTING MY PERCEPTIONS...

BUT IT WON'T STOP ME...

NOTHING STOPS ME.

SKA-RR-ITCH

MUST TRACK OCTOPUS DOWN AND *FINISH* HIM-- FOR *GOOD!*

WEBBING! SPIDER-MAN MUST HAVE LEFT ME HERE. HE'S BEEN A THORN IN MY SIDE THROUGHOUT THIS WHOLE MISSION.

CAN'T LET HIM INTERFERE AGAIN. IF HE TRIES--

-- I'LL HAVE NO CHOICE BUT TO...

FREEZE!

YOU'RE UN-UNDER ARREST!

KID COP. SCARED. I COULD DROP HIM EASY. BUT I DON'T HAVE ANY MERCY BULLETS LEFT.

IF I PULL THE TRIGGER -- HE'S COLD MEAT.

HE *IS* THE LAW --

NO PROBLEM, SON.

I DON'T FIGHT THE POLICE.

YOU GUYS MAY NOT REALIZE IT -- BUT WE'RE ON THE SAME SIDE.

TELL IT TO THE JUDGE, MISTER.

I WILL. HE WON'T BELIEVE ME, EITHER.

YOU BET HE WON'T.

HE'LL PROBABLY PUT YOU BEHIND BARS FOR THE REST OF YOUR LIFE.

COULD BE.

ONE NICE THING ABOUT PRISON, THOUGH...

THERE ARE LOTS OF CRIMINALS THERE.

LOTS OF THEM.

FINAL ★★★★

DAILY BUGLE

THE PICTURE NEWSPAPER®

25¢

Sunny. High in the 70s. | New York, Saturday, Sept. 12, 1981 | Circulation: Five million.

PUBLISHER SAVES CITY

Poison Ink Menace Halted By Bugle Chief

ROBBIE! WE FINALLY HAVE US A FRONT PAGE. THIS STORY WILL CURL TEETH...
I DON'T WANT TO RAIN ON YOUR PARADE, JONAH--
--BUT THAT PAPER COULD PUT US OUT OF BUSINESS. PEOPLE ARE BOUND TO THINK OUR INK IS POISONED--OR MIGHT BE.
THEY WON'T WANT TO TAKE ANY CHANCES, AND I CAN'T BLAME THEM.
KILL IT, JONAH.
GHAAH.

A Bugle exclusi

by J. Jonah Ja

Today I lau
death in the
BUGLE press
smiled into th
face of Dr. Octo
ar e leering pressroom! I smiled chcriminal into the leer
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FINAL ★★★★★ DAILY BUGLE 25¢
THE PICTURE NEWSPAPER®
Sunny. High in the 70s. New York, Saturday, Sept. 12, 1981 Circulation: Five million.

SPIDER-MAN: THREAT OR MENACE?

HEY, MR. JAMESON, WHAT'S WITH THE SPIDER-MAN BUSHWAH?
EVERY TIME YOU PRINT JUNK LIKE THIS SALES GO IN THE SEWER.
DAILY GLOBE
I CAN'T GIVE THE BUGLE AWAY TODAY.
GET LOST.
CHEESE-AMIGHTY. SOME GUYS JUST CAN'T TAKE CRITICISM.
-30-

An editorial by J. Jona

How long will it co
tinue?

How long will the la
enforcement authorities
New York City ignore t
criminal who moves amo

en put on full alert. Hospi- and fire department of

JUST HOW STRONG IS... SPIDER-MAN®?

PEOPLE OFTEN ASK ME HOW STRONG I AM COMPARED TO OTHER SUPER HEROES! I KNOW I'M BETTER LOOKING AND HAVE MORE PERSONALITY, BUT STRENGTH--?

ANYWAY, I MADE THIS CHART WHICH RATES SOME OF THE STRONG MEN AND WOMEN I KNOW! IT ONLY COMPARES PHYSICAL STRENGTH--NOT *TOTAL POWER!*

ONE LAST THING--I STRAINED MY BRAIN JUST DECIDING ON THE APPROPRIATE CATEGORIES FOR MY CAVORTIN' COMRADES! YOU CAN RANK THEM WITHIN THEIR OWN GROUPS IF YOU WANT TO--BUT DO SO AT YOUR OWN RISK!

THE SUPER-HEAVYWEIGHTS

BAH! *HULK* SHOULD BE IN A CLASS BY HIMSELF!

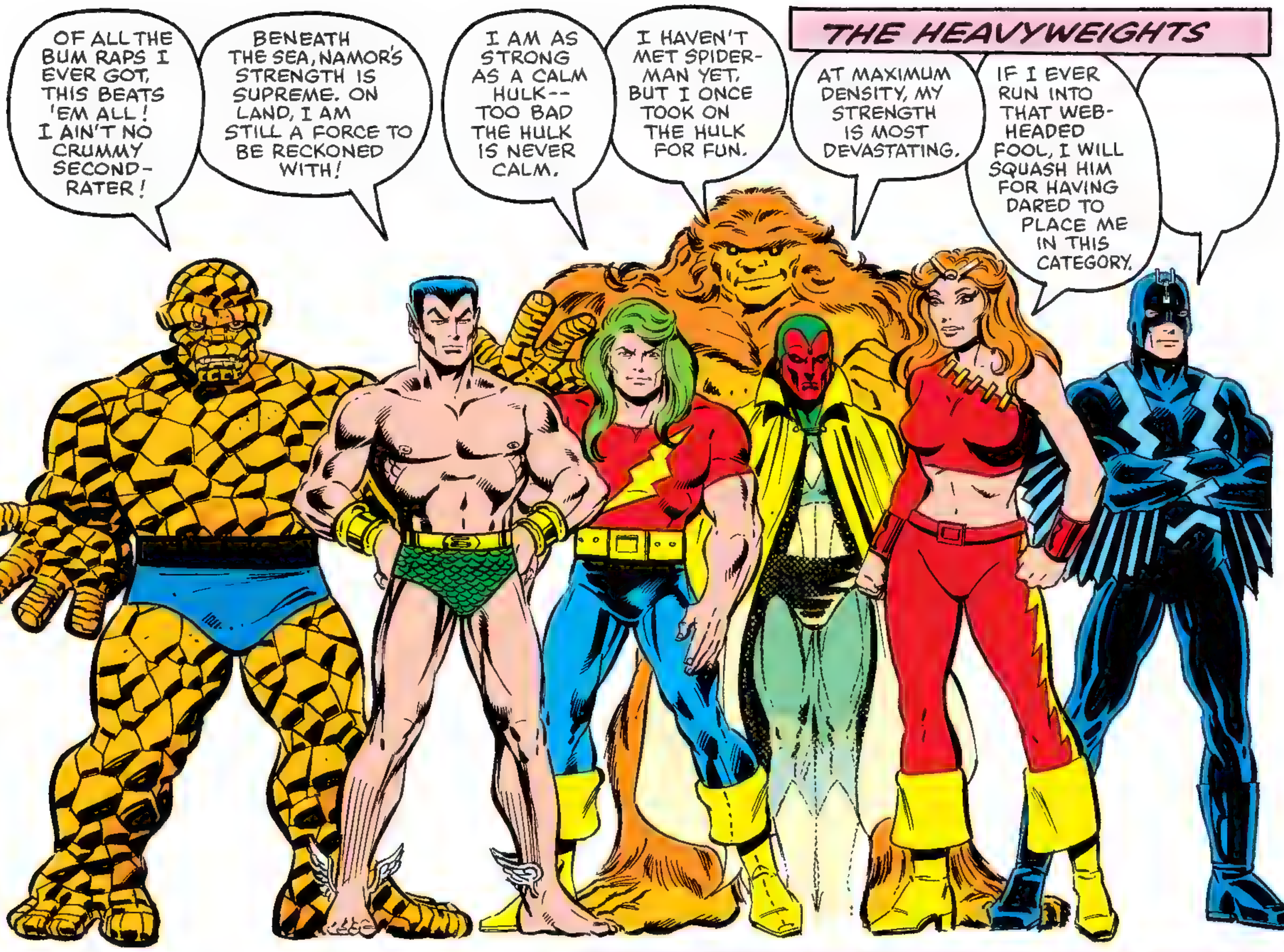
FORSOOTH, THERE IS NOT A MATCH FOR MY MIGHTY THEWS IN ALL MIDGARD!

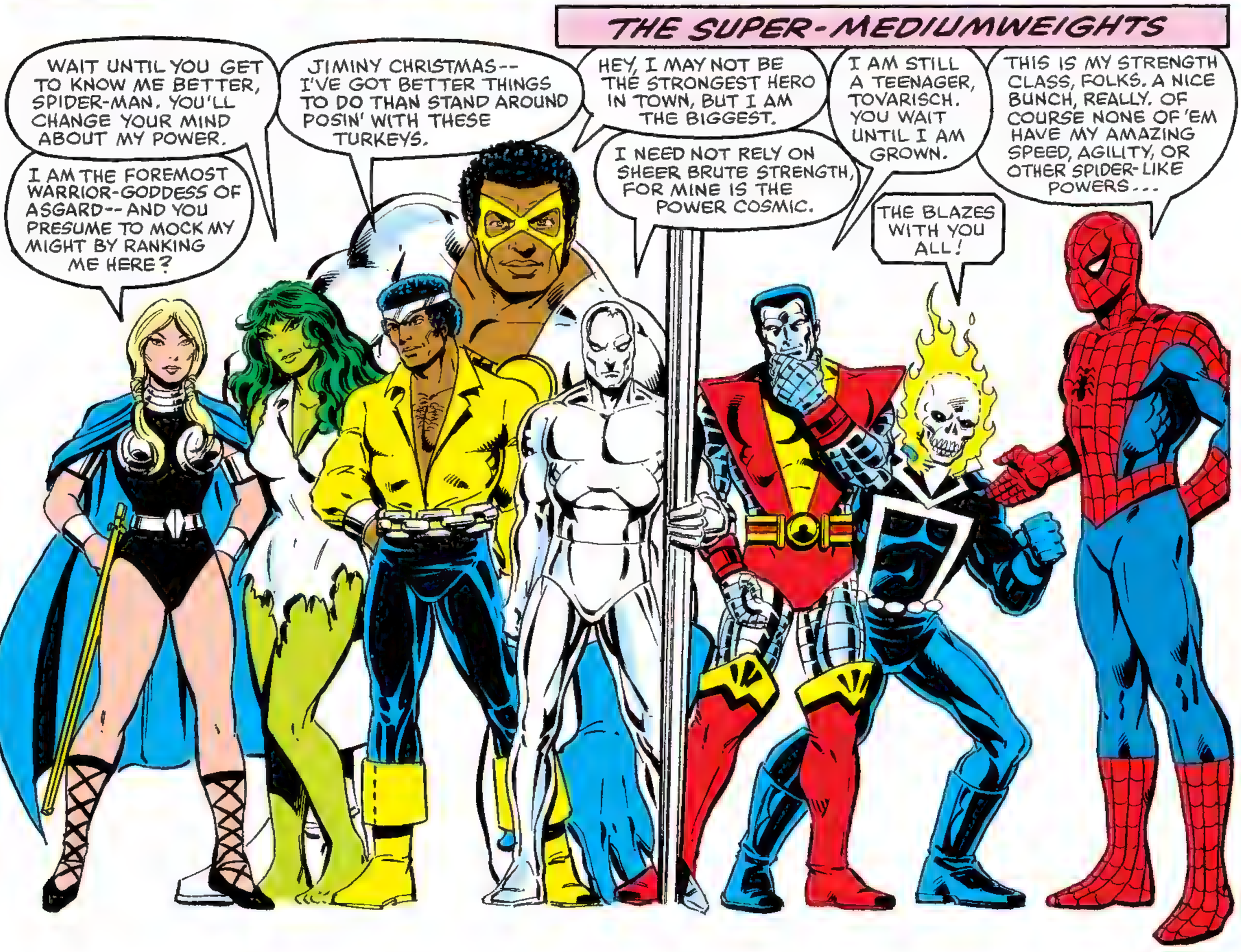
NAY, FRIEND THOR, IF HERCULES BE ON EARTH, THOU ART BUT A CLOSE SECOND!

ER... I WANT TO BE AN ACTOR, NOT A SUPER GUY!

WITH A POTENT ENOUGH ENERGY SOURCE I CAN CHARGE MY ARMOR TO THIS POWER LEVEL--FOR ABOUT TWO SECONDS.

Script and Layouts: MARK GRUENWALD **Finished Art: BOB LAYTON**


OF ALL THE BUM RAPS I EVER GOT, THIS BEATS 'EM ALL! I AIN'T NO CRUMMY SECOND-RATER!
BENEATH THE SEA, NAMOR'S STRENGTH IS SUPREME. ON LAND, I AM STILL A FORCE TO BE RECKONED WITH!
I AM AS STRONG AS A CALM HULK-- TOO BAD THE HULK IS NEVER CALM.
I HAVEN'T MET SPIDER-MAN YET, BUT I ONCE TOOK ON THE HULK FOR FUN.
THE HEAVYWEIGHTS
AT MAXIMUM DENSITY, MY STRENGTH IS MOST DEVASTATING.
IF I EVER RUN INTO THAT WEB-HEADED FOOL, I WILL SQUASH HIM FOR HAVING DARED TO PLACE ME IN THIS CATEGORY.


THE SUPER-MEDIUMWEIGHTS
WAIT UNTIL YOU GET TO KNOW ME BETTER, SPIDER-MAN. YOU'LL CHANGE YOUR MIND ABOUT MY POWER.
I AM THE FOREMOST WARRIOR-GODDESS OF ASGARD-- AND YOU PRESUME TO MOCK MY MIGHT BY RANKING ME HERE?
JIMINY CHRISTMAS-- I'VE GOT BETTER THINGS TO DO THAN STAND AROUND POSIN' WITH THESE TURKEYS.
HEY, I MAY NOT BE THE STRONGEST HERO IN TOWN, BUT I AM THE BIGGEST.
I NEED NOT RELY ON SHEER BRUTE STRENGTH, FOR MINE IS THE POWER COSMIC.
I AM STILL A TEENAGER, TOVARISCH. YOU WAIT UNTIL I AM GROWN.
THE BLAZES WITH YOU ALL!
THIS IS MY STRENGTH CLASS, FOLKS. A NICE BUNCH, REALLY. OF COURSE NONE OF 'EM HAVE MY AMAZING SPEED, AGILITY, OR OTHER SPIDER-LIKE POWERS...

THE MEDIUMWEIGHTS

I'LL SHOW YOU MY STRENGTH, IF YOU SHOW ME YOURS.

BY NIGHT I'M TWICE AS STRONG AS ANY HUMAN--BY DAY, I'M AN INVALID.

SPIDER-MAN, YOU HAVE SOME NERVE PUTTING ME IN A CLASS BENEATH YOURS--JUST BECAUSE I'M A WOMAN!

GRRRR.

HUBBA-HUBBA.

THE GREATEST STRENGTH OF ALL IS THE STRENGTH TO REFRAIN FROM VIOLENCE.

AS THE EMBODIMENT OF THE FIGHTING SPIRIT OF ANCIENT BRITAIN, MY POWER IS MANY TIMES HUMAN LEVEL.

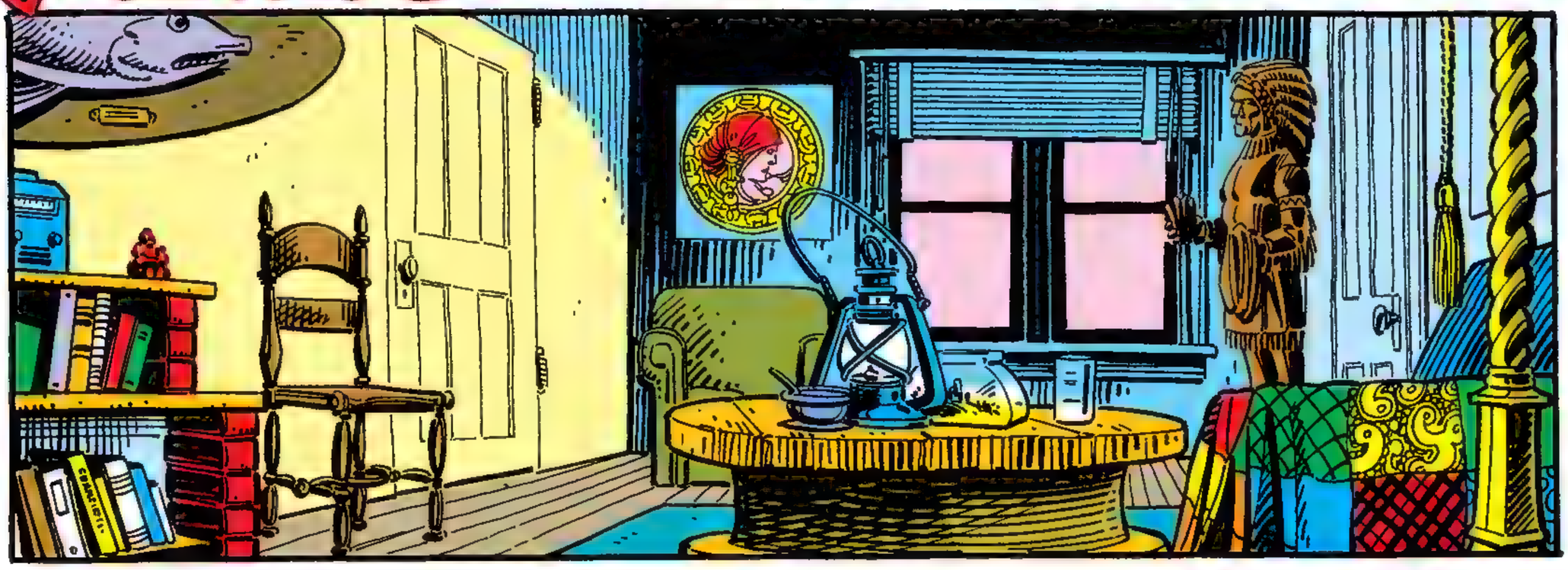
THE REST OF MY FELLOW COSTUMED CUT-UPS MAKE DO WITHOUT SUPER-HUMAN STRENGTH. SOME OF THEM HAVE TRAINED THEMSELVES TO BE AS STRONG AS POSSIBLE--BUT THEY'RE STILL IN THE "NORMAL HUMAN" RANGE.

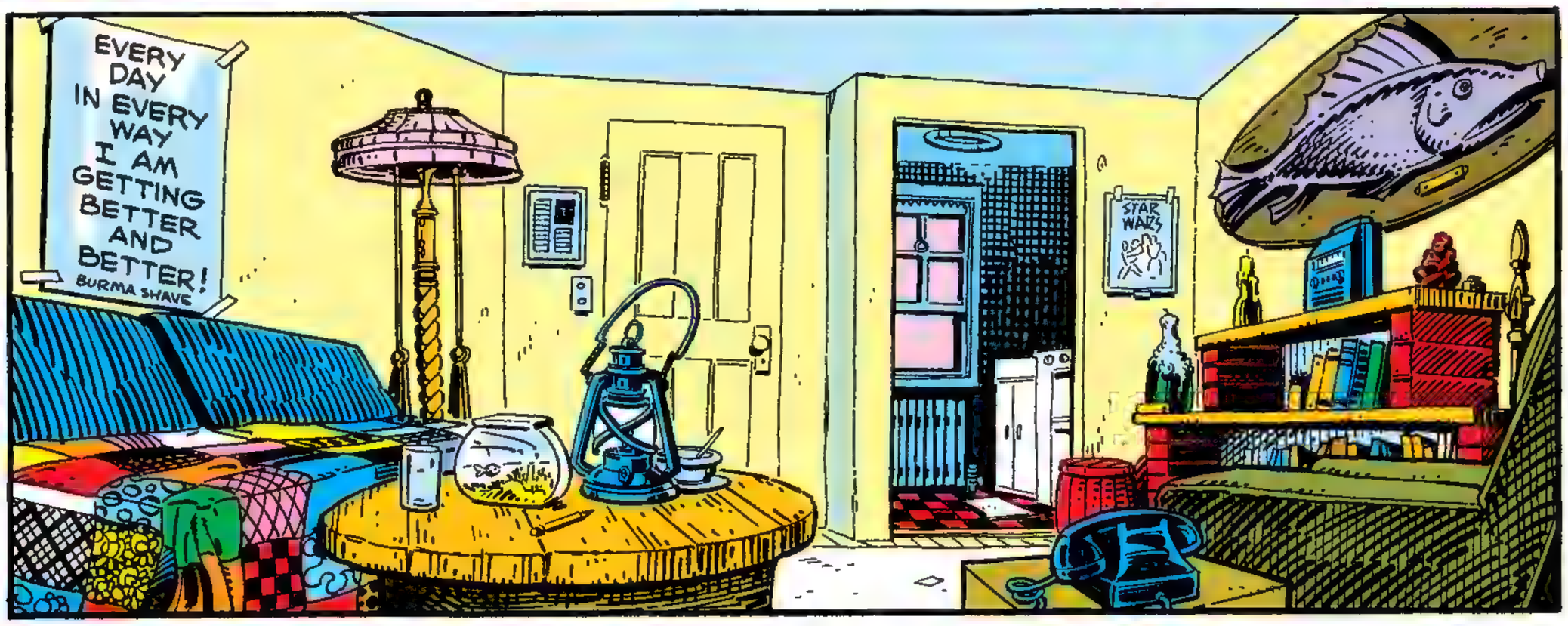
NOW, LISTEN--I'M SURE THERE ARE A FEW OF YOU TRUE BELIEVERS WHO MAY DISAGREE WITH MY CLASSIFICATIONS. TELL ME WHY BY WRITING TO: "SPIDEY'S POWER CHART" C/O MARVEL COMICS, 575 MADISON AVE. NEW YORK, N.Y. 10022! MAYBE YOU'LL CONVINCE ME TO CHANGE MY ESTIMATES BY NEXT YEAR'S ANNUAL!

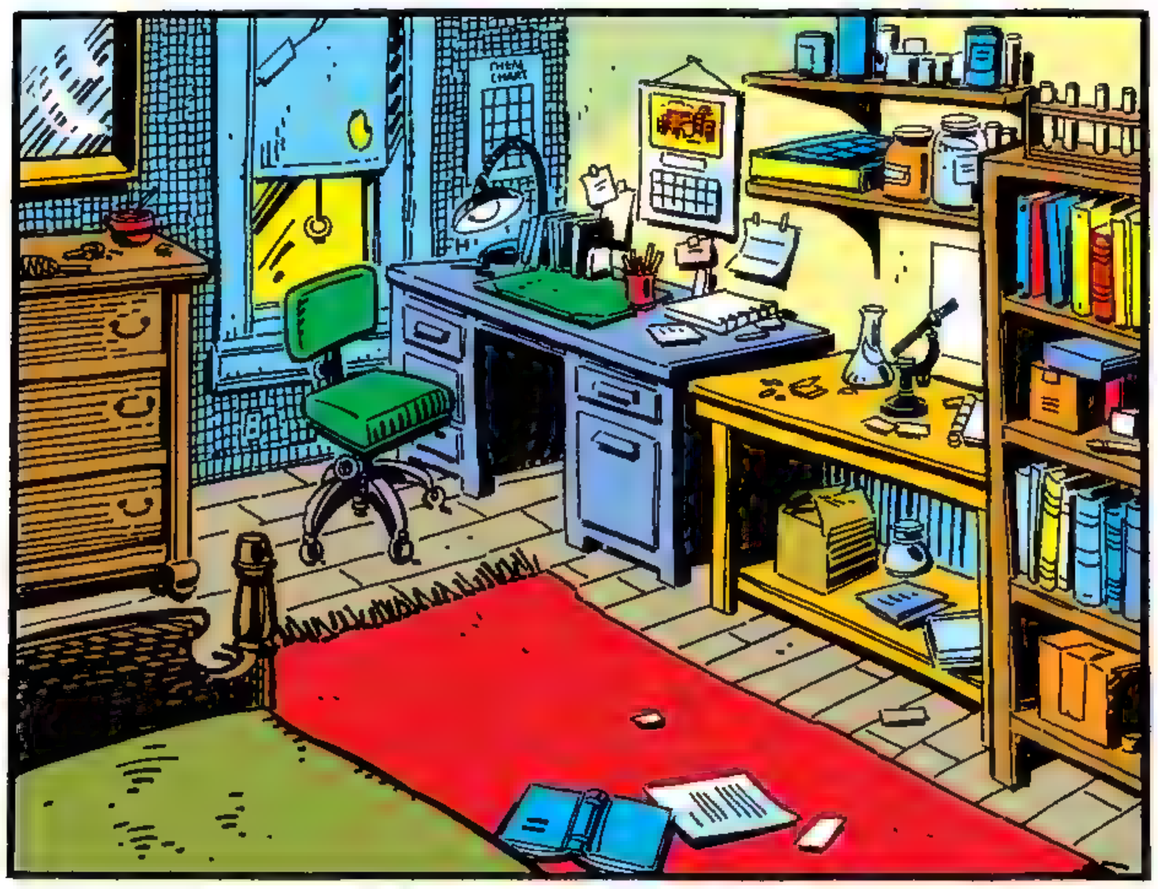
*EDITOR'S NOTE: IF YOU CAN'T NAME EACH AND EVERY ONE OF THE SUPER-STARS DEPICTED HERE, YOU'D BETTER BUY MORE *MARVEL COMICS!*

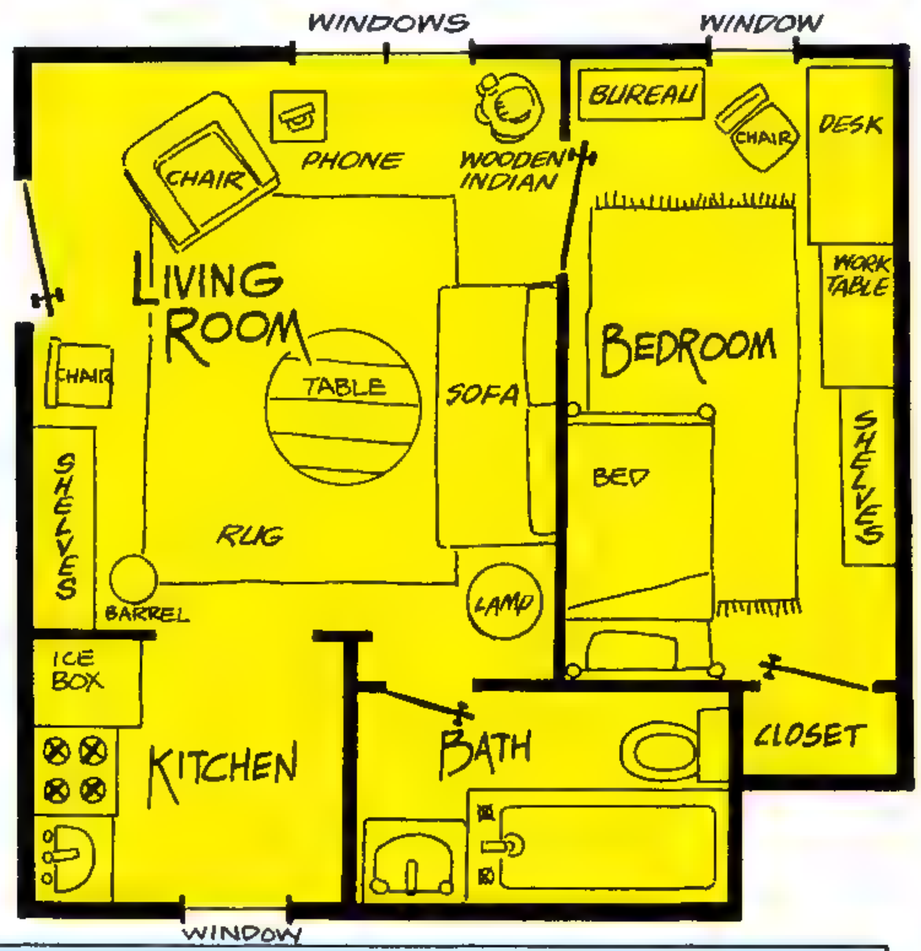
WOULD YA BELIEVE THAT NEARLY EVERYONE FROM ASGARD TO THE GREAT REFUGE HAS POINTED OUT THAT THE PICTORIAL WE RAN ON PETE'S APARTMENT IN THE ***AMAZING SPIDER-MAN ANNUAL #13*** WAS ALMOST TOTALLY WRONG?
WELL, THEY HAVE... AND IT WAS! (***BLUSH***)
BUT NEVER LET IT BE SAID THAT YOUR EVER-LOVIN' BULLPEN DOESN'T CORRECT ITS OWN MISTAKES! WE'RE ALWAYS EAGER TO MAKE AMENDS--AND SO, WITH THAT IN MIND, WE HEREBY PRESENT A ***REAL*** LOOK AT...

Peter Parker's APARTMENT!









AND FINALLY, HERE IS THE REAL FLOOR PLAN FOR THE PLACE!

Sev. AND austin 1980

Script: ROGER STERN **Art: MARIE SEVERIN and TERRY AUSTIN**

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

MAN-WOLF™

FIRST APPEARED IN
THE AMAZING SPIDER-MAN #124

THE PRIDE AND JOY OF *DAILY BUGLE* PUBLISHER J. JONAH JAMESON WAS HIS SON, ASTRONAUT JOHN JAMESON... BUT JOHN JAMESON CARRIED WITH HIM A VERY SPECIAL CURSE! JOHN HAD FOUND A STRANGE SCARLET GEM DURING A TOP SECRET MOON-WALK AND HAD KEPT IT AS A SOUVENIR... LITTLE SUSPECTING THAT HE HAD FOUND THE EXTRA-DIMENSIONAL GODSTONE! EVENTUALLY, THE GODSTONE FUSED ITSELF TO HIS CENTRAL NERVOUS SYSTEM... AND, UNDER THE INFLUENCE OF A FULL MOON, IT WOULD TRANSFORM HIM INTO THE LUPINE BEING KNOWN AS... THE ***MAN-WOLF!***

APPEARANCES:

AMAZING SPIDER-MAN #124, 125, 189, 190
GIANT-SIZE SUPER HEROES #1
CREATURES ON THE LOOSE #30-37
MARVEL PREMIERE #45, 46
SHE-HULK #13, 14
SPECTACULAR SPIDER-MAN ANNUAL #3

Script: ROGER STERN **Art: KEITH POLLARD**

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE JACKAL

FIRST APPEARED IN *THE AMAZING SPIDER-MAN* #129

WHEN DR. MILES WARREN--PETER PARKER'S BIOLOGY PROFESSOR--ACCIDENTALLY KILLED HIS ASSISTANT, ANTHONY SERBA, WARREN'S ALREADY UNBALANCED MIND SNAPPED TOTALLY. ASSUMING THE IDENTITY OF ***THE JACKAL***, WARREN DECLARED WAR ON SPIDER-MAN... BEFORE FINALLY DYING FROM ONE OF HIS OWN DEATH-TRAPS.

RRIIIIPP

HAHAHA HAHAHA

APPEARANCES:
AMAZING SPIDER-MAN #129, 130, 139, 140, 146-149

Script: ROGER STERN **Art: GREG LAROCQUE and FRANK GIACOIA**

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

PUNISHER

FIRST APPEARED IN
THE AMAZING SPIDER-MAN #129

AS FAR AS THE PUNISHER IS CONCERNED, THERE'S A WAR GOING ON IN THIS COUNTRY ... A WAR BETWEEN CITIZEN AND CRIMINAL. AND HE SHOULD KNOW... HE SAW HIS WIFE AND KIDS KILLED BEFORE HIS EYES, AFTER THEY'D WITNESSED A GRUESOME GANGLAND EXECUTION. SINCE THEN, THIS EX-MARINE HAS CARRIED THE WAR TO THE CRIMINALS ... A ONE-MAN ARMY DEDICATED TO THE ERADICATION OF CRIME. AND HEAVEN HELP ANYONE WHO GETS IN HIS WAY!

APPEARANCES:
AMAZING SPIDER-MAN #129, 134, 135, 161, 162, 174, 175, 201 202
GIANT-SIZE SPIDER-MAN #4
MARVEL PREVIEW #2
MARVEL SUPER-ACTION #1
CAPTAIN AMERICA #241

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

TARANTULA

FIRST APPEARED IN THE AMAZING SPIDER-MAN #134

ANTON MIGUEL RODRIQUEZ WAS A SOUTH AMERICAN TERRORIST... A MAN SO VICIOUS, THAT HE WAS EXPELLED FROM A REVOLUTIONARY ARMY. JOINING THE OPPOSING SIDE, HE RECEIVED A COMMISSION IN THE ARMY OF THE DICTATORSHIP-- EVENTUALLY BECOMING A SPECIAL OPERATIVE CODE-NAMED ***TARANTULA!*** BUT THE TARANTULA PROVED TO BE TOO BRUTAL FOR EVEN THE DICTATORSHIP TO TOLERATE, AND WAS FORCED TO FLEE TO THE UNITED STATES... WHERE HE LOST LITTLE TIME TURNING HIS SKILLS TO CRIME!

APPEARANCES:
AMAZING SPIDER-MAN #134, 135, 147-149
SPECTACULAR SPIDER-MAN #1, 2
CAPTAIN AMERICA #224

Spider-Man pinup from *Marvel Tales* #130 (August 1981)
by Marshall Rogers

Spider-Man and Doctor Strange pinup from *Marvel Tales* #130 (August 1981)
by Keith Pollard & Rudy Nebres

The Amazing Spider-Man Annual #15, page 18 original art
by Frank Miller & Klaus Janson

--SO STAND STILL AND COOPERATE!
YOU'D NEVER TAKE ME IF I WASN'T WEAKENED...
THAT'S THE TROUBLE WITH YOU MACHO TYPES. YOU CAN'T TELL WHEN A GUY'S DOING YOU A FAVOR!
HERE! JUST PRETEND IT'S CHERRY SODA POP.
WOW! IT CRUMPED HIM OUT. BUT HIS PULSE IS ALREADY RETURNING TO NORMAL...
HE'LL LIVE TO BE AS ROTTEN AS EVER.
WITHIN MINUTES...
JONAH? PETER PARKER CHECKING IN. BETTER GET READY TO REPLATE THE FRONT PAGE. I'VE GOT A REAL STORY...

Courtesy Scott Dunbier

The Amazing Spider-Man Annual #15, page 26 original art
by Frank Miller & Klaus Janson

Courtesy Scott Dunbier

INTRODUCTION

BY FRANK MILLER

FROM THE COMPLETE FRANK MILLER SPIDER-MAN (1994)

I can't recall what issue number it was. I don't even remember exactly what year it was or where I was when I saw it. But this much is as vivid as memory gets: The first time I saw Spider-Man, he was fighting weird-looking robots on a cover that had two pictures instead of one…and he was the strangest-looking super hero I'd ever seen.

Up until then, super heroes had seemed physically interchangeable: lantern-jawed, barrel-chested, identical jocks who needed those chest emblems just so you could tell them apart. They could — and occasionally did — fool even their partners, sidekicks and loved ones just by swapping costumes.

Then along came that cover.

This was back in the '60s. I was just a little kid, but I'd already decided to spend my life drawing comic books. Convincing the rest of the world to let me do that would have to wait a decade or so. In the meantime, it was a great time to be reading comics. After years of stagnation, along came that cover…and Spider-Man and the Fantastic Four and Thor and the Hulk and the X-Men. As Stan Lee reminded us in every square inch of space, the Marvel Age of Comics was upon us. Lee, Jack Kirby, Steve Ditko and a handful of others blew the doors off the conventions of super hero comics, producing works of energy and personality unlike anything this kid had ever seen. Things would never be the same.

Personality. The Hulk had attitude. Thor was power personified. Reed Richards was skinny, brainy, maybe a little bit of a snob. Johnny Storm was young, impulsive and, yeah, fiery. Sue Storm was demure, soft-spoken, sincere. And Ben Grimm, well, he was a rough, tough, walking cinder block.

I loved them all, but my favorite was Spider-Man.

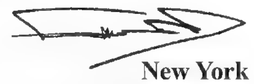
Personality. Every move Peter Parker made was so distinctive he didn't really need a costume. Also, for all his powers, he was a bit of a geek. He had trouble getting a date. He screwed up from time to time. Steve Ditko and Stan Lee made Spider-Man my secret pal. I followed his trials and tribulations and cool fights for years on end. I even subscribed, something you had to do back when there were no comic-book shops and you were at the mercy of spotty distribution to drugstores.

Neil Armstrong stepped on the moon. The Vietnam War came to an end. Nixon resigned. A couple more presidents came and went. I got my chance to draw Spider-Man.

And even though I hadn't seen a Ditko Spider-Man for many years, I didn't feel any need to so much as crack one open. It was all there, waiting, burned into my memory, ready to go.

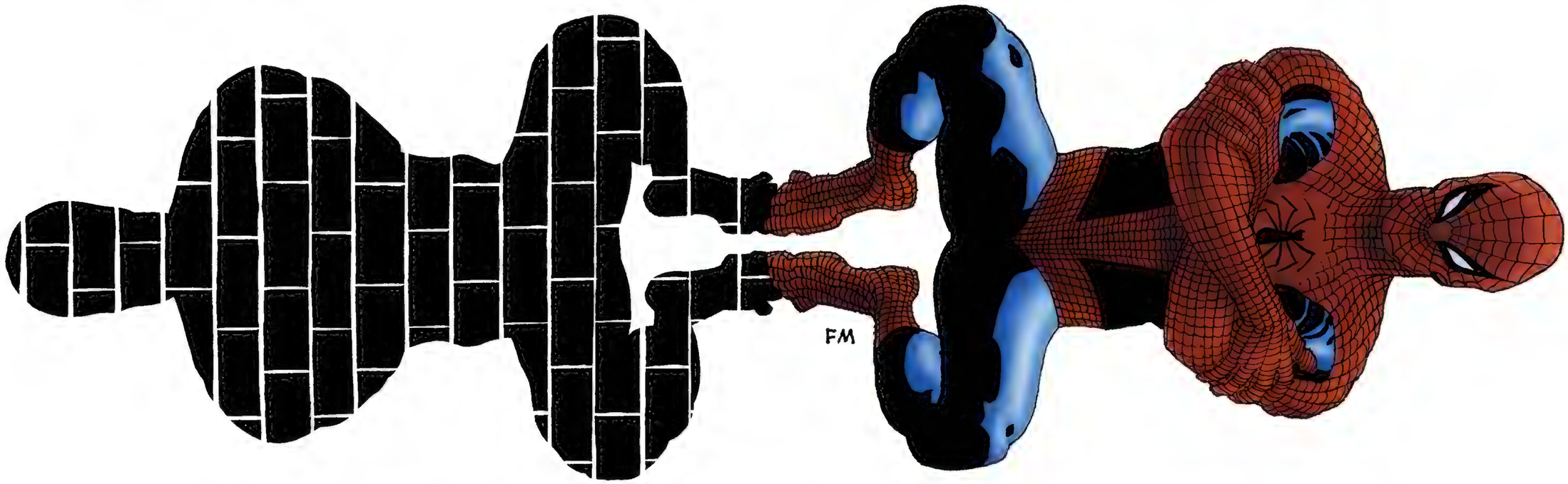
Besides, I was lucky enough to work with some of the finest talents in the field. Inkers Frank Springer, Tom Palmer and my longtime partner, Klaus Janson, charmed the rough edges off my pencil work. Writers Bill Mantlo, Chris Claremont and Denny O'Neil taught me by example much of the nuts and bolts of the craft — and put up with my love for big, long fight scenes.

To top it off, I also had the distinct pleasure of writing a story for Herb Trimpe. Any budding young comic-book artist would do well to study his deceptively elegant storytelling.



New York

June 1994



The Complete Frank Miller Spider-Man (1994) cover by Frank Miller & Tom Smith

Reprinting *The Spectacular Spider-Man* #27-28, *The Amazing Spider-Man Annual* #14-15 and *Marvel Team-Up* #100 & *Annual* #4

Spider-Man vs. Doctor Octopus TPB (2000) cover
by Sean Chen, Rob Hunter & Steve Buccellato

Reprinting *The Amazing Spider-Man* #3, 53-56, 130-131 & *Annual* #15

BIOGRAPHIES

DENNIS O'NEIL

Dennis O'Neil debuted on the comics scene in the mid-'60s and by the end of the decade forced the mainstream comics world to recognize that comics weren't just for kids anymore. By connecting comic-book adventure to social issues and current events, O'Neil worked to bring super-hero comics in conversation with the culture around them, unlike anyone before.

After taking Stan Lee's Marvel writing test at the behest of fellow Missourian Roy Thomas, Denny's first assignments were scripts on *Modelling With Millie*, *Patsy and Hedy*, *Daredevil* #18 and a stint on *Strange Tales*, including the last Dr. Strange stories drawn by Steve Ditko.

Clearly a talented young man on the move, after a few years honing his craft at Marvel, he took the reins of DC's flagging *Green Lantern* title. Reviving the title by pitting a worldweary, activist Green Arrow and a naïve, aloof Green Lantern against real-world problems like racism and pollution, O'Neil and artist Neal Adams stripped away the typical super-villain threat for a menace that was something more profound. Though the new dramatic thrust of the title wasn't able to stave off cancellation, it is considered a watershed moment today.

While writing Batman stories through much of the 1970s, O'Neil established his reputation as one of this era's elite writers by restoring the character to his roots as the mysterious and sophisticated Dark Knight, an aspect that years of campy treatment had all but destroyed. As his career evolved, he held editorial reins at DC and Marvel, becoming one of the industry's most-respected editors and educators, developing talents like Frank Miller and teaching at New York's School of Visual Arts while continuing to write comics like *The Question*, *Daredevil* and *Azrael* into the late '90s.

JOHN ROMITA JR.

Like his legendary father, John Romita Jr. has become a comic-art master, establishing a powerful style uniquely his own. His life in comics began early, when as an adolescent he helped his father design the Spider-Man villain the Prowler. His first published work—cover art for Marvel UK and "Chaos at the Coffee Bean!" in *Amazing Spider-Man Annual* #11—showed that he'd learned much from his father's figure drawing and storytelling sense. His first full-length project was a KISS feature in *Marvel Super-Special* #5. In the summer of 1978, he began a years long parternship on *Iron Man* with David Michelinie and Bob Layton. It was during his first *Iron Man* break that Romita Jr. took on full-time art duties on *Amazing Spider-Man* for the first of multiple acclaimed runs. During his Spidey tenure he also helped launch *Dazzler* and penciled the first Marvel miniseries, *Marvel Super Hero Contest of Champions*. In 1983, Romita Jr. joined Chris Claremont's *Uncanny X-Men*, taking over the industry's most popular comic for a three-year run that saw his art dramatically evolve in tone. After a stint on the New Universe series *Starbrand*, he rebounded with a pair of *Amazing Spider-Man* issues that included Peter Parker's proposal to Mary Jane Watson. Next, Romita Jr. began a run on *Daredevil* with writer Ann Nocenti, introducing Typhoid Mary and establishing himself as one of the definitive *Daredevil* artists. After a third run on *Iron Man*, his credits included *Punisher War Zone*, *Daredevil: The Man Without Fear* with Frank Miller, a return to *Uncanny X-Men*, and long runs on *Spider-Man*, *Thor* and *Peter Parker: Spider-Man*. As the new century dawned, the ever more popular Romita Jr. kept adding to his superstar resume with stints on *Amazing Spider-Man* with J. Michael Straczynski, *Wolverine* with Mark Millar, *Eternals* with Neil Gaiman, and the *World War Hulk* event. His collaboration with Millar spawned their creator-owned series *Kick-Ass*, which led to a blockbuster feature film. In recent years, he has returned once more to *Amazing Spider-Man*, helped relaunch *Avengers* with Brian Michael Bendis and *Captain America* with Rick Remender, and beginning in 2014, Romita moved to DC where his runs on *Superman* and *All-Star Batman* have topped sales charts.

FRANK MILLER

One of the boldest voices of a generation that pushed American comics into new creative and literary frontiers, Frank Miller broke into comics in 1978 illustrating stories in *Twilight Zone*, *Weird War Tales* and *John Carter, Warlord of Mars*. A Will Eisner acolyte ready to challenge the mainstream, Miller quickly moved on from short stories and single issues. With only his fifth Marvel credit, he took over as penciler on *Daredevil*. Teamed with inker/colorist Klaus Janson, Miller developed a dark and gritty world that brought the series back to its Hell's Kitchen roots. Miller's *Daredevil* was revolutionary, reintroducing pulp and crime genre elements into comics. Eleven issues into his run, Miller took over as writer and introduced the Greek assassin/love interest Elektra, who grew to become a major character in her own right.

As his *Daredevil* tenure came to a close in 1982, Miller penciled Wolverine's first solo series before moving to DC for the creator-owned *Ronin*. He returned to *Daredevil* in 1986 as writer of the acclaimed "Born Again" with artist David Mazzucchelli. Meanwhile, Miller was also making history at DC. He reunited with Janson to write and draw the landmark graphic novel *Batman: The Dark Knight Returns*. Depicting the resurgence of a retired, middle-aged Batman, *Dark Knight* pulled no punches in exploring the character and the era's politics. The resultant acclaim brought new literary regard to the medium and Miller's take still influences the character today. Miller returned to the Daredevil mythos again by scribing the *Daredevil: Love and War* graphic novel and *Elektra: Assassin*, both painted by Bill Sienkiewicz.

After writing the seminal origin story *Batman: Year One*, Miller began a relationship with the upstart independent publisher Dark Horse. There, he wrote *Hard Boiled*, *Give Me Liberty*, *Big Guy and Rusty the Boy Robot* and *RoboCop vs. The Terminator*, which parlayed from his scriptwriting the *RoboCop 2* and

RoboCop 3 movie sequels. He also launched his crime series *Sin City* in *Dark Horse Presents*, which Miller has since co-directed with Robert Rodriguez in two feature film adaptations. In the meantime, Miller again revisited Marvel and Daredevil with the *Elektra Lives Again* graphic novel and the five-issue origin retelling *Daredevil: The Man Without Fear*. Miller's success at the movies with *Sin City* led to his graphic novel *300* being adapted into a blockbuster, and he also directed *The Spirit*. A recent return to DC resulted in *Batman: The Dark Knight Strikes Again* and *All Star Batman & Robin, the Boy Wonder*. At the 2015 Eisner Awards, Miller was inducted into the Comic Book Hall of Fame.

MIKE W. BARR

Mike W. Barr's first professional comics work was in 1974-75 with a pair of Elongated Man stories in *Detective Comics*. In 1978, he notched a credit on *Weird War Tales* and by 1980 Barr's career took off. He graduated to A-list characters like Batman and Green Lantern, wrote a seminal appearance of Punisher in *Captain America* #241, scripted *Marvel Spotlight* #8—one of Frank Miller's first Marvel jobs—and contributed to *Star Trek* and *Marvel Team-Up*. DC snapped up his services as an editor, leading to a six-year stint at the publisher. Barr and artist Brian Bolland created a sensation with *Camelot 3000*, DC's first foray into direct-market exclusive series and higher production values. His association with *Star Trek* extended from his work on the inaugural Marvel series to the first sixteen issues of the 1984 DC iteration. As the '80s continued, Barr delved deeper into the world of the Caped Crusader in *Batman, The Brave and the Bold*, and *Detective Comics*—including the "Year Two" storyline drawn by new talents Alan Davis and Todd McFarlane. It was Barr's long list of Batman graphic novels where he made his most memorable statements, including *Batman: Son of the Demon* and *Batman: In Darkest Knight* graphic novels with artist Jerry Bingham. In 1988, Barr launched his creator-owned whodunit series *The Maze Agency* at Comico with artist Adam Hughes. When Malibu launched its Ultraverse line in 1993 Barr helmed *Mantra* with artist Terry Dodson and Adam Hughes and contributed to the line's other titles. He also contributed to Dark Horse's *G.I. Joe* and returned to *The Outsiders* at DC. Recent credits include work for Bongo's *Simpsons* comics line and DC's digital-first *Legends of the Dark Knight*.

J.M. DeMATTEIS

J.M. DeMatteis was destined to lead a creative life. After logging time as a professional musician, rock critic, illustrator and writer, it was comics that became his lifetime pursuit. A Brooklyn native born in 1953, DeMatteis took to drawing at a young age, honing his skills well enough that he was invited to attend the School of Visual Arts in Manhattan. By this time, however, the young man was more interested in writing, and as many aspiring writers of the 1970s did, he broke into comics writing for DC's anthology titles *Weird War Tales* and *House of Mystery*. His early successes included "I…Vampire" and "The Creature Commandos" in the horror anthologies, and credits writing Batman stories in *Detective Comics* and *Brave and the Bold*. This success coincided with a disenchantment with the rock-and-roll world after DeMatteis' negative review of the Grateful Dead's *Go to Heaven* in *Rolling Stone* brought an undue reaction from Deadheads.

By 1982, DeMatteis had shifted from DC to Marvel, where he blossomed writing the ongoing series *Captain America*, *Marvel Team-Up* and *The Defenders*, which enjoyed a quirky and critically acclaimed run during his tenure. Other highlights of the decade included a run on *Conan the Barbarian*, a four-issue *Prince Namor* miniseries and a pair of breakthrough Epic miniseries: *Moonshadow* and *Blood: A Tale*. Capping off his '80s work for Marvel was "Kraven's Last Hunt," a six-part storyline that is hailed by many as the greatest Spider-Man story of all time. Work at DC has included award-winning work on the madcap *Justice League International* and its many spin-offs, *Mister Miracle*, *The Spectre* and multiple projects in the early years of DC's Vertigo imprint, including the autobiographical *Brooklyn Dreams*. For Marvel, DeMatteis has written *The Spectacular Spider-Man*, *The Amazing Spider-Man* and contributed to Spider-Man's "Clone Saga." At CrossGen, he co-created *Abadazad* with Mike Ploog. DeMatteis has also written extensively for TV and animated series and penned children's books and fantasy novels. Currently he is writing *Scooby Apocalypse* for DC's Hanna-Barbera imprint with his longtime writing mate, Keith Giffen.

MICHAEL FLEISHER

Michael Fleisher was born in 1942 in New York City. His parents divorced when he was a small child, and Fleisher reminisced that some of his best memories included taking in countless Western movie double features with his father. As a child, he also loved comic books, not just the Westerns but also super hero books, particularly DC's Superman and Batman. By the late '60s, after many twists and turns, Fleisher dedicated himself to working as a writer. By the early '70s, he pitched the idea of an encyclopedia of DC super heroes to editor in chief Carmine Infantino. Fleisher and an assistant were given access to the fabled DC library to perform their research. The result was a trio of encyclopedic volumes dedicated to Superman, Batman and Wonder Woman. It was during the course of developing these books that Fleisher became friendly with editor Joe Orlando, who opened the door for the budding writer to deliver stories for DC's line of mystery and horror titles. It was in one of those titles, *Weird Western Tales*, that Fleisher began writing the ongoing adventures of a character with whom his name would become synonymous: Jonah Hex. In 1977, Hex graduated to his own title, and Fleisher followed. He would scribe the disfigured bounty hunter's comic for almost 100 issues through 1987. During his years as a Hex mainstay, Fleisher also wrote *The Sandman*, a celebrated run on the Spectre in *Adventure Comics* and *Shade, the Changing Man* for DC, as well as *Ghost Rider*, *Spider-Woman*, *Conan the Barbarian* and *Savage Sword of Conan* for Marvel. In 1975, Fleisher joined the short-lived Atlas/Seaboard venture to write several titles for its line. In addition to his work in comics, Fleisher also scripted the last year of the original *Little Orphan Annie* newspaper strip. He wrapped up his comics writing career in the mid-'90s, after writing for the iconic British title *2000 AD*, and used his graduate degree in anthropology from Columbia University to explore various topics in the field, eventually earning his doctorate and working

for humanitarian organizations as a researcher and writer. Fleisher passed away in 2018 at the age of 75.

MARK GRUENWALD

Few can lay claim to the influence that Mark Gruenwald had on Marvel as an editor, writer and artist during the 1980s and '90s. Born in 1953 in Wisconsin, Gruenwald's love of comics manifested in a fanzine titled *Omniverse*, which led to writing articles for the DC-published fanzine *Amazing World of DC Comics*. In 1978, he was hired by Jim Shooter to serve as an assistant editor at Marvel. In addition, Gruenwald also scripted several titles. He was ongoing writer of *Spider-Woman* in 1978-79, he kicked off a long run co-scripting *Marvel Two-In-One* with the "Project Pegasus" arc, and he co-wrote a handful of stories in *What If?* and *Thor*. Early in his career, Gruenwald also penciled a number of titles, including issues of *Questprobe*, *Incredible Hulk* and *Marvel Team-Up*. His major art credit was drawing the 1983 *Hawkeye* miniseries, which he also scripted.

A well-known continuity hound and office jokester, Gruenwald gave T-shirts emblazoned with the catchphrase "Continuity or Bust" to his office peers. His deep love of the Marvel mythos didn't stop with T-shirts. As a writer, he delved deep into Marvel's past with his "Untold Tales of the Marvel Universe" backup stories in *What If?*, as well as the secret origin of the High Evolutionary in the 1989 "Evolutionary War" event. Gruenwald's biggest achievement in grappling with the encyclopedic history of Marvel was his development of *The Official Handbook of the Marvel Universe*, a series compiling the backgrounds of virtually every Marvel character. Eager fans devoured *OHOTMU*, and the series' success led to multiple sequels and updates that continue today.

Gruenwald's biggest accomplishment as a writer came with *Captain America*, a title which he wrote for an astonishing 137-issue run from 1985-1995. He also kicked off long runs on *Quasar* and the New Universe title *D.P. 7*. His critically acclaimed magnum opus, *Squadron Supreme*, a 12-issue miniseries, reestablished the alternate-reality Marvel team. When Tom DeFalco was named editor in chief in 1988, Gruenwald became his second-in-command with the title of executive editor. As an editor, he worked closely to mentor young writers, bringing an unforgettable sense of fun to the deadline slog. Tragically, Gruenwald passed away in 1996 due to an unknown heart ailment. In his will, he requested his ashes be mixed with ink used in the first printing of the *Squadron Supreme* trade paperback.

BOB HALL

Bob Hall has spent the entirety of his professional career balancing his twin passions of drawing and theater. A graduate of University of Nebraska-Lincoln, Hall arrived in New York City in the early '70s to pursue a career in theater. To augment his income, he took his art skills to comic books. He studied illustration under John Buscema, a tutelage which—combined with his theater-born joy of storytelling—helped set him on the path to working for Marvel. Hall's first gigs included penciling multiple issues of *The Champions* and *Super-Villain Team-Up* and annuals for *Fantastic Four* and *Thor*. He also served as an editor for a brief time, with Jack Kirby's *Devil Dinosaur* falling under his purview. In 1980, Hall's off-Broadway play, *The Passion of Dracula*, was adapted for Showtime's *Broadway on Showtime* cable television series. His art career took flight in the '80s, as Hall drew issues of *Amazing Spider-Man*, *Marvel Team-Up* and *Spectacular Spider-Man*, but his most memorable credit came during a pair of stints drawing *Avengers*. Other high-profile credits in the decade came with the *West Coast Avengers* miniseries and Mark Gruenwald's *Squadron Supreme* epic. Hall would return to the Avengers with the now-classic *Marvel Graphic Novel #27: Emperor Doom*, written by David Michelinie. In the '90s, Hall went to Valiant, where he wrote and drew *Shadowman* and *Armed and Dangerous*. In addition to his comics work, Hall has acted in and directed Shakespeare productions across the decades, culminating in his founding of the Flatwater Shakespeare Company in Lincoln, Nebraska in 2001. He serves as the company's Artistic Director and in 2010 received the honor of Artist of the Year from the Nebraska Arts Council's Governor's Arts Awards.

ALAN KUPPERBERG

Alan Kupperberg's experience with all facets of writing, art, advertising and design helped make him a "jack of all trades" in comics, with credits as a writer, penciler, inker and letterer. He began his career in the early 1970s in DC Comics' production department and Neal Adams and Dick Giordano's Continuity Associates studio. Kupperberg's first art credit was a single-page story in *Young Romance* #183 (June 1972). In 1974, he moved to Atlas/Seaboard where he served as a letterer, colorist, editor and production manager. After Atlas/Seaboard's demise, Kupperberg started working at Marvel, including penciling an adaptation of Robert Bloch's "The Living Dead" in *Vampire Tales* #5. He was a frequent contributor to *Crazy Magazine*, which often featured his scripts for the "Obnoxio the Clown Fun Pages." Clowns seemed to be a preoccupation for Kupperberg, as he would illustrate Frenchy the Evil Clown in *National Lampoon*, and would write, draw and letter the 1983 *Obnoxio vs. the X-Men* one-shot. Kupperberg racked up an impressive amount of fill-in and pinch-hit jobs on Marvel titles like *Captain America*, *Defenders*, *Doctor Strange* and *Avengers*, plus short runs on *Amazing Spider-Man*, *Marvel Two-In-One*, *Thor* and *Spitfire and the Troubleshooters*. He also drew several issues of *What If?* and the four-issue miniseries *Iceman*, and is perhaps best known for long runs on *Invaders* and DC's *Blue Devil*. Kupperberg also served as illustrator of the syndicated comic strips *Hulk*, *Howard the Duck*, and *Little Orphan Annie*. Kupperberg passed away in 2015.

GREG LAROCQUE

Baltimore native Greg LaRocque broke into comics in 1981 at DC, drawing an OMAC backup feature in *Warlord* as well as stories for the publisher's many anthology titles. By the end of the year, he expanded his freelance portfolio to include work at Marvel, with issues of *ROM*, *Moon Knight* and *Micronauts*. He drew a handful of *Avengers* issues the following year, including the classic Hawkeye/Ant-Man team-up in *Avengers* #223. That same year, LaRocque penciled one of the more memorable

issues of *What If?*, pondering the question "What If the Avengers Had Become the Pawns of Korvac?" He also drew several issues of *Spectacular Spider-Man* and served lengthy stints as regular artist on *Marvel Team-Up* and *Power Man and Iron Fist*. After launching the series *Web of Spider-Man* and drawing its first five issues, LaRocque moved over to DC to take on *Legion of Super-Heroes* and *The Flash*, the latter title including a redesign of the Flash's costume. After starting his own art studio and publishing outfit, Exiled Studio, LaRocque reunited with DC and the Flash in 2011 to draw a *DC Retroactive* one-shot.

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger.

After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man*.

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

LUKE McDONNELL

Luke McDonnell broke into comics in 1981 at Marvel, drawing three issues of *Star Trek* as well as issues of *Iron Man*, *The Spectacular Spider-Man* and *The Amazing Spider-Man*. In 1982, he became the series regular artist on *Iron Man*. His three-year tenure included the historic passing of the mantle of Iron Man from Tony Stark to James "Rhodey" Rhodes. McDonnell also penciled issues of *Daredevil*, *Star Wars* and *The New Defenders* before departing Marvel for DC in 1985. There, he penciled the final sixteen issues of the Detroit-era *Justice League of America*. He went straight from that to the biggest milestone in his career: the creation of *Suicide Squad* with writer John Ostrander. McDonnell would draw the first 24 issues of the series featuring a team of super villains working for international law enforcement; he returned a year later for another eight-issue run. During his time on *Suicide Squad*, McDonnell also penciled a spin-off miniseries starring Deadshot and drew several issues of Jim Starlin's *Dreadstar* at First Comics, after which he launched a thirteen-issue run of DC's adaptation of Lee Falk's newspaper comic hero the Phantom. His 1990s work was mostly for DC, though he did draw a pair of *What If?* stories at Marvel. In 2012, McDonnell returned to comics as a colorist for IDW's *Popeye*.

BOB McLEOD

A graduate of the Art Institute of Fort Lauderdale in his native Florida, artist Bob McLeod worked his way up from the Marvel production department to launch *The New Mutants* with writer Chris Claremont. Recommended by Neal Adams, McLeod's first gig was with Marvel on the humor magazine *Crazy*. He later became a protégé of Adams while inking for Continuity Studios. His many Marvel credits as a penciler and/or inker include *Iron Man*, *Hulk* and *Uncanny X-Men* for Marvel and *Action Comics*, *Wonder Woman* and *New Teen Titans* for DC, but it was on *The New Mutants* that he made his mark. Tasked with developing the look of Cannonball, Sunspot, Wolfsbane and the rest of the team, McLeod penciled and inked their landmark debut in *Marvel Graphic Novel* #4. From there, he drew most of the first year and a half of their ongoing series. Outside of the comics industry, McLeod has been involved in all aspects of his creative passion, including cartooning, design, advertising, and teaching. In 2010, he reunited with Claremont for the series *New Mutants Forever*.

WIN MORTIMER

Born in 1919 in Hamilton, Ontario, and raised by an artist father, James Winslow "Win" Mortimer always wanted to be a cartoonist. His ambitions first paid off with a cartoon sale to *The Saturday Evening Post*. He married in 1942 while a student at the Art Students League of New York, and after serving briefly for the Canadian Army during World War II, he was hired at DC. His initial efforts included drawing covers and ghosting for Superman artist Joe Shuster. Mortimer soon became the house cover artist, employing his whimsical design sense to create some of the era's most iconic covers—especially for the Superman and Batman titles. In 1949, Mortimer also began drawing the daily installments of the *Superman* newspaper strip, a job he would hold through 1956; Wayne Boring, who carried a byline on the strip, drew the Sundays. By 1960, he had wearied of the daily strip grind and returned to comics at DC, where he drew the Legion of Super-Heroes in *Action Comics* and *Adventure Comics* as well as romance and horror stories. In 1968, he left his *Larry Bannon* strip and opened up his comic-book art schedule to Gold Key and Marvel. His '70s-era fare such as *Night Nurse* and *Spidey Super Stories* remain cult

classics. In 1983, he joined Neal Adams' Continuity Associates and worked on a diverse portfolio of material, including advertising and a religious-themed comic book. Mortimer passed away in 1998.

KEITH POLLARD

One of its most high-profile artists in the late '70s and early '80s, Keith Pollard's tenure at Marvel was notable for his sleek, refined renderings of the company's most iconic characters. He broke in at Marvel in 1974, drawing such characters as Deathlok in *Astonishing Tales*, Shang-Chi in *Master of Kung Fu*, and the super-hero action of *Black Goliath*, *Ms. Marvel*, and Black Panther in *Jungle Action*. After a stint on the black-and-white *Rampaging Hulk* magazine, Pollard was ushered into the starting lineup of creators on three of Marvel's flagship titles.

Starting in 1978, Pollard provided breakdown art on *Fantastic Four* for the legendary Joe Sinnott to finish. Soon after landing his *FF* gig, he began penciling *The Amazing Spider-Man* and then took the reins from "Big" John Buscema on *Thor*, starting a run that would encompass the epic "Eternals Saga" storyline. All in all, Pollard's hand guided the visuals of these three prime Marvel titles simultaneously, and his tenures on each book are memorable additions to each title's legacy.

In the early '80s, Pollard took on a new stable of heroes at DC, drawing several issues of *Green Lantern* and launching *The Vigilante* with writer Marv Wolfman. He returned to regular series work at Marvel in 1989, once again drawing *Fantastic Four*. By 1995, Pollard retired from comics, although he is currently appearing at conventions and doing commissioned art for his fans.

MARIE SEVERIN

Billing as "The Nicest Person in Comics" may accurately describe the high esteem in which Marie Severin's peers have always held her, but the moniker doesn't approach the high quality of her work. Fortunately, it doesn't need to: a cursory glance at her accomplishments will settle the issue of her artistic legacy. Along with Ramona Fradon, Severin stands as one of the first women to get through the door of the boys' club of comic professionals.

Severin and her older brother, John, learned how to draw early in their lives, both trained by their mother and father. In her early twenties she was hired at Bill Gaines' E.C. Comics, taking on a variety of tasks including inking and coloring, eventually becoming Harvey Kurtzman's right-hand gal and soaking up as much of his zany outlook as possible.

In 1967 Severin took a job at Marvel, first penciling Doctor Strange in *Strange Tales* and then the Incredible Hulk in *Tales to Astonish*, which she drew for over a year before teaching Herb Trimpe the ropes. In addition to her regular penciling and inking gigs, Severin became one of the top cover artists for Marvel and continued her work as one of the field's most accomplished colorists. All while keeping the Bullpen lively!

Throughout her career, Severin developed an artistic versatility that allowed her to master the bestial fury of the Incredible Hulk, the regal power of the Sub-Mariner and the super-hero satire of *Not Brand Echh!* In fact, it could be said that Severin's most indelible contribution to the Marvel Age was in that singular Marvel humor mag, where her *MAD*-laced bent for humor was allowed to flourish.

More accomplishments continued into the '70s, when she worked in tandem with John Severin on *Kull the Conqueror*, a work she considers among her personal favorites, as well as designing the costume for The Cat (later Hellcat). She also designed the costume for the first incarnation of Spider-Woman. Her peers proudly brought her into the ranks of the Eisner Hall of Fame in 2001. Today, Severin is retired, but can still be seen contributing material to projects much to the pleasure of Ghoulunatics and True Believers alike.

ROGER STERN

Born in Noblesville, Indiana, in 1950, Roger Stern was a self-professed "child of the '50s," immersing himself in pop culture icons like Lucille Ball, the Lone Ranger, and especially Superman. After graduating from Indiana University, Stern worked at Indianapolis' WXLW radio and formed a comic fan collective with fans in the region. Stern teamed with fellow Hoosier Bob Layton to transform Layton's comic sales business into the fanzine *CPL* (*Contemporary Pictorial Literature*). Their efforts led to an offer from Charlton to create the publisher's official fanzine, *Charlton Bullseye*. Soon after, Stern's fandom pal Roger Slifer contacted him with an opportunity to interview for a Marvel staff job. Stern raced to New York to put his passion for comics to the test. He was hired as an assistant editor and in 1975 embarked on an eleven-year career at Marvel. Stern's early editing duties saw him guiding the Avengers family of titles, *Master of Kung Fu*, *Spider-Woman*, and others. He also presided over *X-Men* during the seminal Chris Claremont, John Byrne, and Terry Austin run, and plotted *Marvel Premiere* #50 starring rocker Alice Cooper.

In 1978, he began to take on regular writing work on *The Incredible Hulk* and *Doctor Strange*. His compelling storytelling quickly earned him an audience and turns writing *Captain America* and Spider-Man in *The Spectacular Spider-Man*. The latter title led to his tenure on *The Amazing Spider-Man*, a run regarded by many as second only to Stan Lee's. Amongst their many Spidey highlights, Stern and artist John Romita Jr. introduced the Hobgoblin and a new Captain Marvel, Monica Rambeau. Stern also began a long stint on *The Avengers*, launched *West Coast Avengers*, and returned for another celebrated run on *Doctor Strange*.

When his tenure with Marvel came to an end in the late '80s, Stern became indelibly linked to the Man of Steel with iconic work that included "The Death of Superman." Since then "Uncle Rog," as he is known to his devoted fans, has returned to Marvel to write several series including *Avengers Forever*, *Amazing Spider-Man*, *Marvel: The Lost Generation*, *Captain America Corps*, and more.

Biographies researched and written by John Rhett Thomas

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

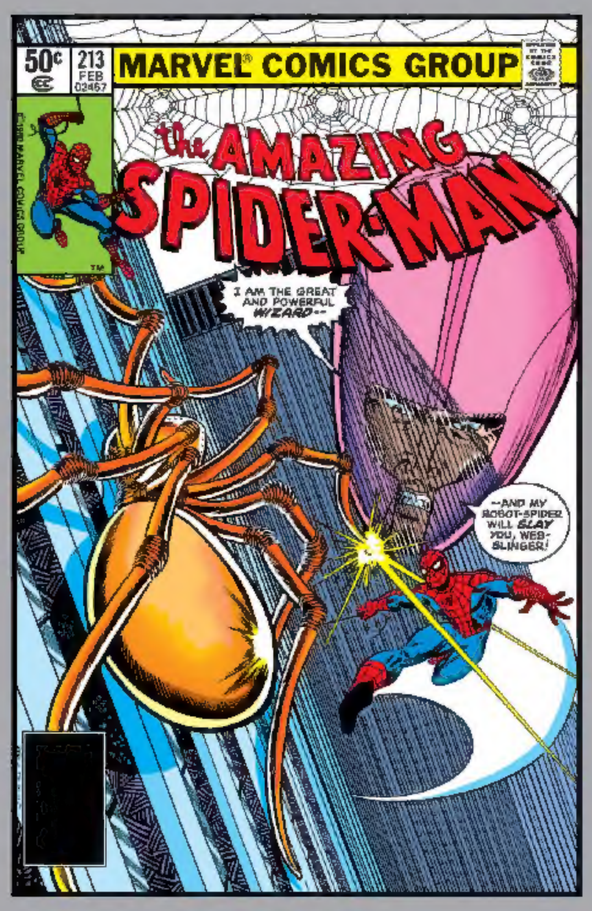
ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-21
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-19
THE BLACK PANTHER VOLS. 1-2
CAPTAIN AMERICA VOLS. 1-11
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-13
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-6
DOCTOR STRANGE VOLS. 1-9
THE FANTASTIC FOUR VOLS. 1-20
GHOST RIDER VOL. 1
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-13
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-12
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-2
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-4
MARVEL TWO-IN-ONE VOLS. 1-4
THE MIGHTY THOR VOLS. 1-18
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-2
SPIDER-WOMAN VOL. 1
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-11



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